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JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

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JERRY W. GERDE
ALLEN N. JELKS, JR.
DOUGLAS L. SMITH

January 14, 1997

MAYO C. JOHNSTON
(1912-1983)
WILLIAM E. HARRIS
(1923-1988)

Corporate Records Bureau
DEPARTMENT OF STATE
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

300002061703--8
-01/17/97--01046--014
****122.50 ****122.50

Re: K & K Auto Credit, Inc.

Dear Sir:

Please find enclosed herewith the original and a copy of proposed Articles Of Incorporation for the new corporation to be known as K & K Auto Credit Inc., together with a check in favor of the Secretary Of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$ 35.00
Certification of Copy:	52.50
Designation Of Registered Agent:	<u>35.00</u>
Total:	\$122.50

Please note that Article V in the Articles Of Incorporation designates the place of business of the Corporation and the name and address of the Registered Agent.

Your assistance in filing same, and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

DLS

Douglas L. Smith

DLS/ta

Enclosures.

cc: Mr. and Mrs. G. R. Kearney, III

DLB:1-D-97:ta
#11/AISDB-Kear.1cr
file 96-3

FILED
97 JAN 17 PM 8 31
TALLAHASSEE, FLORIDA

24
1-24-97

ARTICLES OF INCORPORATION
OF
K & K AUTO CREDIT, INC.

FILED
97 JAN 17 AM 8:31
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles Of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is K & K AUTO CREDIT, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 2445 Berrydale Rd., Pensacola, FL 32534, and the name of the initial registered agent of this Corporation is Margaret R. Kearney whose address is 2445 Berrydale Rd., Pensacola, FL 32534, who is familiar with and accepts the duties and responsibilities as

registered agent for said Corporation. The street address of the registered agent of this Corporation is: 2445 Berrydale Rd., Pensacola, FL 32534.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and address of the initial directors of this Corporation are:

Margaret R. Kearney, Pres./Secretary/Treasurer
G. R. Kearney, III, V.P.
2445 Berrydale Rd.
Pensacola, FL 32534

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

Margaret R. Kearney
2445 Berrydale Rd.
Pensacola, FL 32534

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles Of Incorporation
under the laws of the State of Florida, this 13 day of

January, 1997.

Margaret R. Kearney
Margaret R. Kearney
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 13
day of January, 1997 by Margaret R. Kearney, who:

[] is personally known to me.

[☒] produced a current driver's license as identification
FL K-650-596-44-89-0 (state and number)

[] produced _____ as identification



"OFFICIAL SEAL"
Nadine G. Lane
My Commission Expires 8/7/99
Commission #CC 486683

Nadine G. Lane
NOTARY PUBLIC Comm. No. CC 486683
NADINE G. LANE
(Type or Print Name of Notary)
My Commission Expires: 8/7/99

DLS:1/8/97:ta
011/a:kearney.aol
file 896-3

FILED
97 JAN 17 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA