

P9700007405

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/22/97--01109--011
****130.38 ****130.38

100002064651--8
-01/22/97--01109--012
*****0.87 *****0.87

SUBJECT: S.B. HARRIS ENTERPRISE, INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SERENA B. HARRIS
Name (Printed or typed)

506 SOUTH U.S. 1
Address

FORT PIERCE, FLORIDA 34950
City, State & Zip

(561)489-9941
Daytime Telephone number

97 JAN 21 AM 9:35
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF CORPORATION

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

S.B. HARRIS ENTERPRISE, INC

ARTICLE II DURATION

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE

ARTICLE III PRINCIPLE OFFICE

THE PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

506 SOUTH US 1 FORT PIERCE, FLORIDA 34950

ARTICLE IV PURPOSE

USED CAR SALES, INSURANCE, FINANCING, LOANS AND AUTO DETAILING

ARTICLE V SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYTIME IS 1,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

506 SOUTH US 1 FORT PIERCE, FL 34950

ARTICLE VII INCORPORATOR(S)

THE NAME(S) AND ADDRESS(S) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

SERENA BEATRICE HARRIS, 5701 RAINTREE TRAIL FORT PIERCE, FL 34982

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TALLAHASSEE FLORIDA

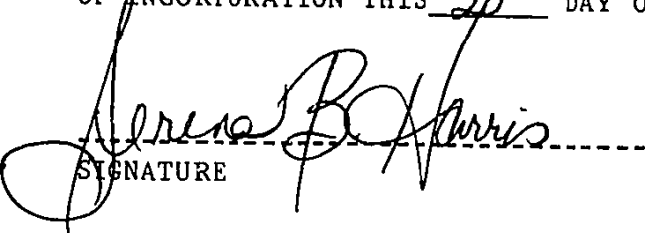
FILED

ARTICLE VIII INITIAL BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF MEMBERS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY VOTE OF THE STOCKHOLDERS, BUT IN NO CASE SHALL THE NUMBER OF DIRECTORS BE LESS THAN 1 NOR MORE THAN 3. THE NAMES AND ADDRESSES OF THE DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS ARE:

SERENA BEATRICE HARRIS 5701 RAINTREE TRAIL FORT FIERCE, FL 34982

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 20 DAY OF January, 1997



SIGNATURE

ARTICLE IX ELECTION OF OFFICERS AND DIRECTORS

THE ELECTION OF OFFICERS AND DIRECTORS SHALL BE ANNUALLY BY A 2/3 VOTE OF STOCKHOLDERS AND PROVIDED FOR IN THE BY LAWS OF CORPORATION.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is S.B. HARRIS ENTERPRISE, INC.

2. The name and address of the registered agent and office is:

SERENA B. HARRIS
(NAME)
506 S US 1
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
FORT PIERCE, FL 34950
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Serena Harris *Jan 20th 1997*