

P97000044349  
JOHN S. COOPER, P.A.

**ATTORNEY AND COUNSELOR AT LAW**

100 West Call Street  
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General Practice  
Personal Injury  
Wrongful Death

Family Law  
Business Law  
Medical Malpractice

May 14, 1997

Division of Corporations  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

300002179893--6  
-05/15/97--01039--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MVP Sales, Inc.;  
Articles of Incorporation

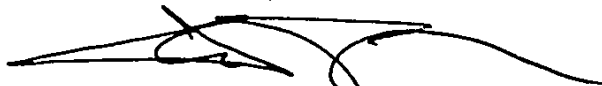
Dear Sir/Madam:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for MVP Sales, Inc. Also enclosed is my firm's check in the amount of \$122.50 to cover the cost of filing.

Upon filing, please return a copy of the Articles to the address above.

Your assistance in this matter is greatly appreciated.

Sincerely,



John S. Cooper

JSC/ds  
Encl: 3

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FILED  
97 MAY 15 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MVP SALES, INC.

FILED

97 MAY 15 AM 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME OF INCORPORATOR

The name of this corporation is MVP SALES, INC.

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. Retail sales of motor vehicles and property; and
- B. To engage in any lawful business authorized under the laws of the State of Florida.

ARTICLE IV

POWERS

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.

C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and

reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

#### CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000)

shares of \$10.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida will be 100 West Call Street, Starke, Florida 32091, and the name of its initial registered agent at such address is John S. Cooper. The street address is 7888 Highway 100 East, Keystone Heights, Florida 32656 and the mailing address of the Principal Office is Post Office Box 1344, Hawthorne, Florida 32640.

#### ARTICLE VII

##### DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least one director. The method of election of directors shall be set forth in the bylaws of the corporation. The name and street address of the initial director of this corporation, who shall serve until his successors

are duly elected and qualified is:

<u>Name</u>	<u>Address</u>
James J. Passwater	Post Office Box 1344 Hawthorne, Florida 32640

#### ARTICLE VIII

##### INCORPORATOR

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

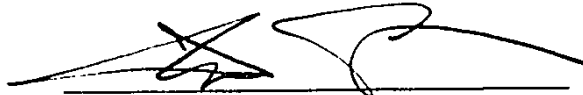
<u>Name</u>	<u>Address</u>
John S. Cooper	100 West Call Street Starke, Florida 32091

#### ARTICLE IX

##### INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, incorporator, officer, employee or agent of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholders or otherwise.

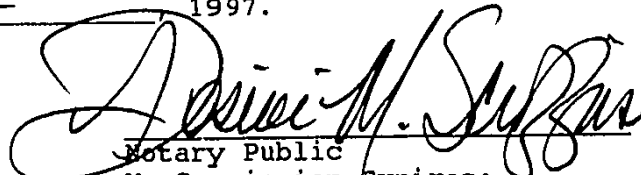
IN WITNESS WHEREOF, we have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 day of May, 1997.

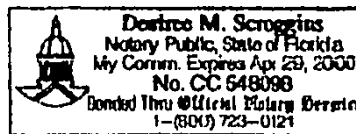
  
JOHN S. COOPER  
Incorporator

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF BRADFORD)

I HEREBY CERTIFY that on this day, before me, personally appeared JOHN S. COOPER, Incorporator, personally known to me  or has presented valid identification, \_\_\_\_\_, and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid this 14<sup>th</sup> day of May 1997.


  
Notary Public  
My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I

further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.



John S. Cooper

DATED: 14 May 1947

FILED  
97 MAY 15 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA