

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 800-342-8062 • Fax (904) 222-1333

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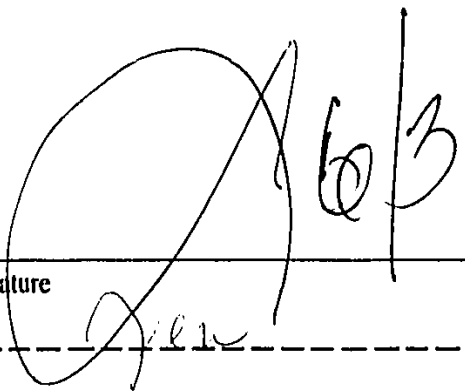
J&A Used Cars, Inc

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
97 JUN -2 PM 4: 55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN -2 PM 4: 24
DIVISION OF CORPORATION



Signature _____

Requested by: 6/3 9:00

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
J & P USED CARS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be: **J & P USED CARS, INC.**

ARTICLE II DURATION

The duration of the corporation shall be perpetual, commencing as of the date of filing of these Articles.

ARTICLE III PURPOSE

The general purposes for which the corporation is formed are as follows:

- A. To transact any and all lawful business for which corporations may be formed under the Florida Corporation Act.
- B. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the purposes for which the corporation is formed.

ARTICLE IV CAPITAL STOCK

- A. The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having a par value of ONE (1) DOLLAR, which may be fractional shares.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing of value, in the judgment of the board of directors, at least equivalent to the full value of the stock so issued, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in

cash. The directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles.

ARTICLE V INITIAL PRINCIPAL & REGISTERED OFFICES AND AGENT

The street (mailing) address of the initial registered office of the corporation shall be 750 North Maitland Avenue, Maitland, Orange County, Florida 32751. The name of the registered agent at that address shall be: Randall C. Smith, Esquire. The street (mailing) address of the initial principal office of the corporation shall be 833 East Myers Boulevard, Mascotte, Lake County, Florida, 34753.

ARTICLE VI INITIAL DIRECTORS

The corporation shall have a minimum of one (1) and a maximum of five (5) directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and street addresses of the initial director of the corporation, who shall hold office for the first year the corporation is in existence or until his successor or successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Street Address</u>
Harvey Huffstutler, Jr.	P.O. Box 382 Groveland, Florida 34736

ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles is as follows:
Randall C. Smith, Esq., 750 North Maitland Avenue, Maitland, Florida 32751.

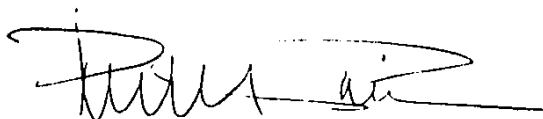
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAME OF REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

This certificate is submitted in compliance with F.S. §§ 48.091 and 607.0501(3):

J & P USED CARS, INC., desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of Mascotte, County of Lake, State of Florida, names the following person as its Registered Agent to accept service of process within this State: **Randall C. Smith**, Esquire, 750 North Maitland Avenue, Maitland, Orange County, Florida 32751.

Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.



Randall C. Smith, Esquire
750 North Maitland Avenue
Maitland, Florida 32751

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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