334 Ventura Avenue Orlando, FL 32819

May 27 1997

Department of State

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

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RE: Incorporation of Low Dollar Cars, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation and a check for \$78.75 with the fees consisting of:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate under Seal	<u>\$8.75</u>

TOTAL \$78.75

The above amount covers the charges related to the incorporation of the above named company. Your attention to this matter is appreciated. If there are any questions, please contact me at (407) 423-5394. Thank you.

Sincerely,

Victor E. Walters

Enclosure

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ARTICLES OF INCORPORATION OF LOW DOLLAR CARS, INC.

TARCALLA SAMILLES

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

LOW DOLLAR CARS, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in auto sales and other activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be: 3502 Old Winter Garden Road, Orlando, Florida 32805. The Board of Directors may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

ARTICLE VII. DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as Officers, to restrict the transfer of stock by stockholders, to indemnify Directors and Officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its Directors individually or business in which one or more of its Directors are interested, and to exercise such other powers of corporation as are not inconsistent with these Articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

NAME

ADDRESS

Victor E. Walters

334 Ventura Ave., Orlando, FL 32805

ARTICLE X. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

NAME

<u>ADDRESS</u>

Victor E. Walters

334 Ventura Ave., Orlando, FL 32805

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the office registered for the corporation shall be c/o Victor E. Walters, 334 Ventura Ave., Orlando, FL 32805. The initial registered agent shall be Victor E. Walters.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or

hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

VICTOR E. WALTERS

STATE OF FLORIDA

county of <u>Orange</u>

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgements, personally appeared VICTOR E. WALTERS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before that he subscribed to these Articles of Incorporation.

NOTARY PUBLIC, State of Florida

Identification:

My Commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

LOW DOLLAR CARS, INC.

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

Victor E. Walters, 334 Ventura Avenue, Orlando, FL 32805

Signature

Title

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Signature - Registered Agent

Date

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