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ACCOUNT NO. : 072100000032

REFERENCE : 428972 81875A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

ORDER DATE : June 16, 1997

ORDER TIME : 2:13 PM

ORDER NO. : 428972-005

CUSTOMER NO: 81875A

900002213939--9

CUSTOMER: Ms. Vicki Crutcher  
SCHRADER JOHNSON AUVIL & BROCK  
P.A.  
37837 Meridian Avenue, Ste 314  
P.O. Box 2337  
Dade City, FL 33525

DOMESTIC FILING

NAME: ENCORE VEHICLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILE  
JUN 16 AM 5:13  
TALLAHASSEE, FLORIDA

RECEIVED  
JUN 16 PM 4:29

JUN 17 1997

4

ARTICLES OF INCORPORATION  
OF  
ENCORE VEHICLES, INC.

FILED  
27 JUN 16 AM 9:13  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ENCORE VEHICLES, INC.

The address of the principal office of this corporation shall be 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

William B. Blackburn  
Dir.

3314 Jean Circle  
Tampa, Florida 33529

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 16, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

TALLAHASSEE, FLORIDA

57 JUN 16 AM 9:13

SKD/wce