

PA 7000064078

Henry D. Paloci III, P.A.

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4100 Corporate Square #105
Naples, FL 34104

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

July 15, 1997

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-07/22/97--01106--014
*****70.00 *****70.00

Dear Sir:

Please find enclosed my client Charles Todd Hughes' application for incorporation.
Please process the papers, accept the fee, and return a copy and confirmation to my office
address above.

If you have any questions about this matter, you may write to my office address
above.

Sincerely,

Frank Paloci

FILED
97 JUL 22 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
7/24/97

ARTICLES OF INCORPORATION

Todd Hughes, Inc.

FILED
97 JUL 22 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. The name of this corporation shall be Todd Hughes, Inc., and the street address of the initial principal office of this corporation shall be 1224 Park, LaBelle, FL 33935.

Article 2. This corporation shall have perpetual existence.

Article 3. This corporation is organized for the purpose of the purchase and sale of motor vehicles and other goods of sale at auction, and for any and all other lawful business related to the purchase and sale of motor vehicles and other goods of sale at auction.

Article 4. This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

Article 5. The street address of the initial registered office of this corporation is 1224 Park, LaBelle, FL 33935. The name of the initial registered agent of this corporation shall be Charles Todd Hughes.

Article 6. This corporation shall have one director initially. The number of directors may be increased or decreased pursuant to changes in the By-Laws, but there shall never be less than one director of this corporation. The name and address of the initial director of this corporation shall be Charles Todd Hughes, 1224 Park, LaBelle, FL 33935.

Article 7. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

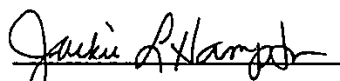
DULY WITNESSED, the undersigned subscriber has executed these Articles of Incorporation this 15th day of May, 1997.

[Signature]

STATE OF FLORIDA
COUNTY OF HENDRY

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, Charles Todd Hughes appeared, personally known to me and known by me to be the person who executed these Articles of Incorporation; and he acknowledged before me that he executed these Articles of Incorporation.

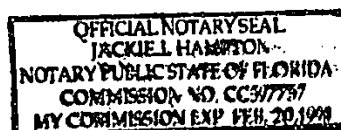
DULY WITNESSED, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15 day of July, 1997.



Notary Public

JACKIE L. HAMPTON

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA

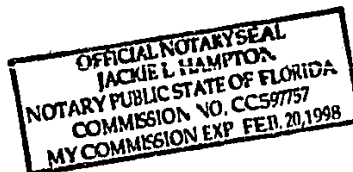
COUNTY OF HENDRY

Before me, the undersigned authority, Charles Todd Hughes, appeared personally, known to me to be the person described in the foregoing Articles of Incorporation as the Resident Agent, and who hereby accepts said designation, and further states that the place of business where said Resident Agent shall accept service of papers on behalf of the professional association shall be 1224 Park, LaBelle, FL 33935; and, he acknowledged before me that he executed that Acceptance freely and voluntarily and for the uses expressed herein.

Charles Todd Hughes
FL DL

SWORN TO and subscribed before me in the county and state aforesaid this

15 day of April, 1997.



Jackie L. Hampton

Notary Public
JACKIE L. HAMPTON

My Commission Expires

FILED
97 JUL 22 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA