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July 25, 1997

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97 JUL 30 AM 9:46
TALLAHASSEE, FLORIDA

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find Articles of Incorporation of Al's Auto
RV & Motorcycle, Inc.

Attached is check for \$122.50 for filing fees.

Your prompt attention will be appreciated.

Sincerely,

PADGETT BUSINESS SERVICES

Christine G. Sterling
Christine G. Sterling

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Enclosure

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ARTICLES OF INCORPORATION
OF
AL'S AUTO RV & MOTORCYCLE, INC.

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

The name of the Corporation shall be: AL'S AUTO RV & MOTORCYCLE,

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows: AUTO REPAIR AND GARAGE

To engage in any legal and lawful business.

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let lands, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate purposes and for general sale.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise of for any other lawful purpose of its incorporation: to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government.

While the owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be 1,000 shares of the par value of \$1.00 per share.

ARTICLE IV

The amount of capital stock with which this Corporation will begin business is not less than One Hundred Dollars..

ARTICLE V

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

ARTICLE VI

The initial address of the principal office of this Corporation in the State of Florida is: 1 INDUSTRIAL PARK ROAD #D
DESTIN, FLORIDA 32541

The principal registered agent and resident agent at that address, in the State of Florida is : ALLAN D. PAGE

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and have qualified, are as follows:

ALLAN D. PAGE 1 INDUSTRIAL PARK RD DESTIN, FL 32541

ARTICLE IX

The names and street addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock which they respectively agree to take and pay for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. of Share</u>
ALLAN D. PAGE	1 INDUSTRIAL PARK RD #D	100

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgement of the Board of Directors, equivalent to the full par value of the share of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the capital stock of the Corporation (including that herein subscribed) as partly paid.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

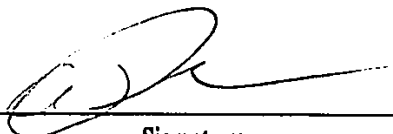
**CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First--That AL'S AUTO RV & MOTORCYCLE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of Incorporation at 1 INDUSTRIAL PARK RD #D, COUNTY OF OKALOOSA, STATE OF FLORIDA, has named ALLAN D. PAGE located at 1 Industrial Park Rd #D as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

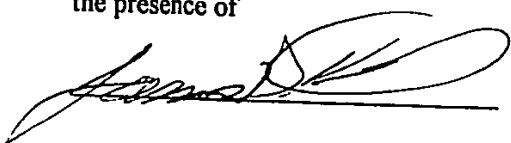
By 
Signature
(resident agent)
ALLAN D. PAGE

ARTICLE XII

Corporate existence shall begin on the date that this subscription is executed.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals to these Articles of Incorporation, as subscribers aforesaid, on the 25th day of July 1997 and made and executed these Articles of Incorporation at Destin, Florida, for the uses and purposes aforesaid.

Signed and sealed in
the presence of

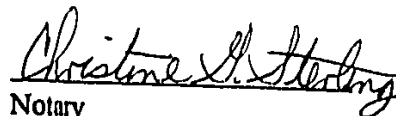

ALLAN D. PAGE

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned, Notary Public in and for said State and County, personally appeared ALLAN D. PAGE, party to the foregoing Articles of Incorporation, known to me to be the individual described in and who executed the foregoing Articles of Incorporation of AL'S AUTO RV & MOTORCYCLE, INC. and acknowledged and declared that he did make, execute, subscribe and acknowledge the foregoing Articles of Incorporation as a voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the Laws of the State of Florida and foregoing Articles of Incorporation, and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 25 day of July 1997, at Destin, Florida.


Notary

My commission expires: 2-27-1997

