

P97000071018
KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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CRAIG S. PEARLMAN¹
T. GREY SQUIRES²
MARTIN F. STAMP³

¹ ALSO MEMBER OF DC & WEST VIRGINIA BAR
² CERTIFIED CIRCUIT COURT MEDIATOR
³ ALSO MEMBER OF NEW YORK & TEXAS BAR

ROBERT M. STEENBERGH, P.A.
OF COUNSEL

August 6, 1997

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

Re: TROUP FORD LINCOLN MERCURY, INC.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE PEARLMAN

By: Mark L. Ornstein

MLO/cb
Enclosures

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secstate.ltr

HP
8-15-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

KILLGORE PEARLMAN
ATTN: CAROL BORGLUM
PO BOX 1913
ORLANDO, FL 32803

SUBJECT: TROUP FORD LINCOLN MERCURY, INC.
Ref. Number: W97000018192

We have received your document for TROUP FORD LINCOLN MERCURY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

At your request, we are returning this document for corrections. Please return with attn: to the undersigned.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 297A00040448

ARTICLES OF INCORPORATION
OF
TROUP FORD LINCOLN MERCURY, INC.

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CORPORATION
97 AUG 15 PM 2:30

ARTICLE I - NAME

The name of this corporation is TROUP FORD LINCOLN MERCURY, INC. and its principal place of business and mailing address is 3600 Hideaway Lane, Melbourne, Florida 32934.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$0.01 per share and 10,000 shares of non-voting common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Highland Avenue, Orlando, Florida 32803 and the name of the initial registered agent of this corporation at that address is Mark L. Ornstein.

ARTICLE VI - INCORPORATOR

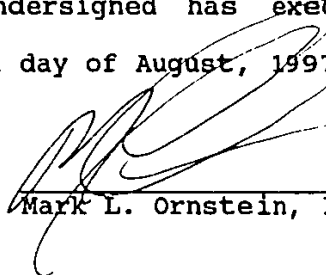
The name and address of the incorporator is:

Mark L. Ornstein
940 Highland Avenue
Orlando, Florida 32803

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of August, 1997.



Mark L. Ornstein, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of August, 1997, by Mark L. Ornstein, who is personally known to me and who did not take an oath.

NOTARY PUBLIC:

Sign: Carol L. Borglum
Print: CAROL L. BORGLUM
State of Florida at Large
My Commission Expires:

Commission No. _____



Carol L. Borglum
My Commission CC628066
Expires March 09 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for TROUP FORD LINCOLN MERCURY, INC. hereby accepts such appointment this 6th day of August, 1997, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.



Mark L. Ornstein

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CLERK OF COURT
JANUARY 1998

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: V & E, INC.

AUDIT NUMBER.....H97000013464

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

V & E, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: V & E, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

Jonathan H. Green
799 Brickell Plaza, Ste 700
Miami, Fl 33131
Fla Bar #207513
(305) 372-6100

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN
c/o Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

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

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN
c/o Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN
c/o Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 14th day of August, 19 87.

JONATHAN H. GREEN, Incorporator


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STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

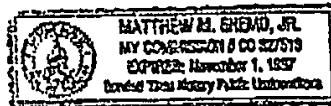
BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 15th day of August, 1992.


NOTARY PUBLIC
State of Florida At Large

(SEAL)

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted in compliance with said Act:

That V & E, Inc., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Article of Incorporation at Miami, County of Dade, State of
Florida, has named JONATHAN H. GREEN located at 799 Brickell Plaza,
Suite 700, City of Miami, County of Dade, State of Florida, as its
agent to accept service of process within the state.

ACKNOWLEDGEMENT

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 agree to comply with the
provisions of said Act relative to keeping open said office.

Dated this 19th day of August, 1997.


JONATHAN H. GREEN

#97000013464