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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242

CONTACT: JULIO C EXQUIVEL PHONE: (813)977-5203 FAX #: (813)632-2797

NAME: AVERY'S USED CARS & TRUCKS, INC.

AUDIT NUMBER.....H97000016115

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

CERT. OF STATUS..1 PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Avery's Used Cars & Trucks, Inc.

Article II. Address

The mailing address of the Corporation is:
Avery's Used Cars & Trucks, Inc.
2901 Swindell Road
Lakeland FL 33805

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Arthur B. Avery, Jr.
2901 Swindell Road
Lakeland FL 33805

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Arthur B. Avery, Jr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 29, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 29, 1997.



CORPORATE CREATIONS
Stacy R. Costner Vice President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Avery's Used Cars & Trucks, Inc.

REGISTERED AGENT/OFFICE:

Arthur B. Avery, Jr.
2901 Swindell Road
Lakeland FL 33805

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ARTHUR B. AVERY, JR.
Stacy R. Costner as attorney-in-fact

Date: September 29, 1997

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