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George E. Loomis

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Attorney at Law

201 East Government Street  
Pensacola, Florida 32501

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 10, 1997

Florida Division of Corporations  
ATTN: New Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: ROCAR, INC.

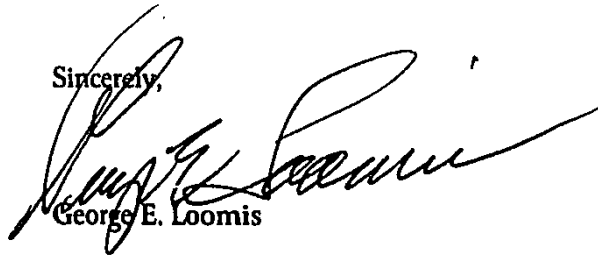
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed for filing please find articles of incorporation for the above referenced corporation and a copy of the same articles for stamping "filed" and returning to me with the certificate of incorporation. Also enclosed is my check in the amount of \$122.50 (filing fee = \$35.00; certified copy = \$52.50; and registered agent designation = \$35.00). Once filed, please return the copy of the articles stamped "filed" and the certificate of incorporation to me.

Thank you for your attention to this matter.

Sincerely,



George E. Loomis

GEL/gl  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

***RoCar, Inc.***

**ARTICLE I.**

**NAME**

The name of the corporation shall be: **RoCar, Inc..**

**ARTICLE II.**

**DURATION**

The duration of the corporation shall be perpetual and its existence shall commence upon the filing of these articles with the Florida Department of State.

**ARTICLE III.**

**PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.**

**CAPITAL STOCK**

The corporation is authorized to issue TEN THOUSAND (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The corporation's mailing address is 7805 Highway 2311, Panama City, Florida 32404. The principal place of business and the street address of the initial registered office of the corporation is 7805 Highway 2311, Panama City, Florida 32404, and the initial registered agent at such address is Robert E. Carothers.

**ARTICLE VI.**

**INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

**ARTICLE VII.  
INCORPORATORS**

The names and addresses of the incorporators are:

Name  
Robert E. Carothers

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7805 Highway 23  
Panama City, Florida 32404  
PANAMA CITY, FLORIDA

**ARTICLE VIII.  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX.  
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporators have executed these Articles of Incorporation this \_\_\_\_ day of October, 1997.

  
ROBERT E. CAROTHERS

**ACCEPTANCE OF REGISTERED AGENT  
FOR  
ROCAR, INC.**

Having been named to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this \_\_\_\_ day of October, 1997.

By:   
ROBERT E. CAROTHERS