

P97000092849

October 24, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, Fla. 32304

RE: MCNABB'S AUTO SALES INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for MCNABB'S AUTO SALES INC., and our check in the amount of \$122.50 computed as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	
Designation	\$35.00

300002329833-1
-10/27/97-01024-020
*****122.50 *****122.50

Please certify the copy of the articles and return it to my office at the address below. I appreciate your assistance in this matter.

Sincerely yours,

Jackson B. McNabb Jr.
318 South Pace Blvd.
Pensacola Fla.
32501

JBW/JBW/jbm
Enclosures

FILED
97 OCT 27 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-ne 10/29/97

ARTICLES OF INCORPORATION
OF
MCNABB'S AUTO SALES, INC.

FILED
97 OCT 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **McNabb's Auto Sales, Inc.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To provide for the buying, selling, trading, and repairing of motor vehicles.
2. To transact in any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue Sixty (60) shares of common stock without par value.

ARTICLE FIVE

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class of series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

ARTICLE SIX

The street address of the initial registered office of the corporation is **318 South Pace Blvd. , Pensacola, Fla. 32501**, and the name of its initial registered agent at such address is **Jackson B. McNabb Jr.** The mailing address is the same.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as the initial directors are:

Joseph B. McNabb -President
6314 Siguenza Drive
Pensacola, Fla.
32507

Jackson B. McNabb Jr. -Secretary-Treasurer
6090 Yellow Rose Drive
Pensacola, Fla.
32526

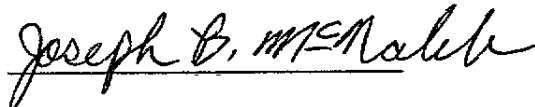
ARTICLE EIGHT

The names and addresses of the incorporators are;

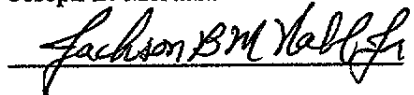
Joseph B. McNabb
6314 Siguenza Drive
Pensacola, Fla.
32507

Jackson B. McNabb Jr.
6090 Yellow Rose Drive
Pensacola, Fla,
32526

Executed by the undersigned at Pensacola, Escambia County, Florida, on this twenty- fourth day of October, 1997.



Joseph B. McNabb

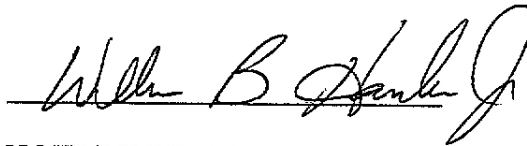


Jackson B. McNabb Jr.

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

Before me personally appeared **Joseph B. McNabb and Jackson B. McNabb Jr.**, to me well known and known to me to be the person described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this twenty-fourth day of October, 1997.



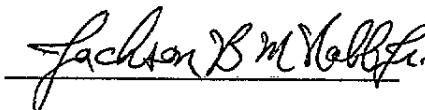
NOTARY PUBLIC
My Commission Expires:

WILLIAM B. ANKINGS, JR.
"Notary Public, State of FL"
Comm. Exp. Feb. 18, 1999
Comm. No. CC 425514

ACCEPTENCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 318 South Pace Blvd., Pensacola, Fla. 32501. I hereby accept the foregoing designation as Resident Agent

Dated at Pensacola, Escambia County, Florida, on this twenty-fourth day of October, 1997.



JACKSON B. MCNABB JR.
RESIDENT AGENT

FILED
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SECOND DEPT. OF STATE
TALLAHASSEE, FLORIDA