



THE UNITED STATES
CORPORATION
COMPANY

P97000/08091

ACCOUNT NO. : 072100000032

REFERENCE : 649488 102290A

AUTHORIZATION :

COST LIMIT : \$PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 11:00

ORDER DATE : December 24, 1997

ORDER TIME : 2:01 PM

ORDER NO. : 649488-005

CUSTOMER NO: 102290A

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-12/26/97--01004--008

****122.50 ****122.50

CUSTOMER: Mary M. Mcdaniel, Esq
MARY M. MCDANIEL & ASSOCIATES

226 West Alfred Street

Tavares, FL 32778

DOMESTIC FILING

NAME: BILL MAY AUTOMOTIVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
97 DEC 26 AM 9:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BILL MAY AUTOMOTIVE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 11:00

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is Bill May Automotive, Inc. and the initial principal address of the corporation is 30100 State Road 19 South, Tavares, Florida 32778.

2. The period of its duration is perpetual. The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

3. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

4. The corporation shall have the authority to issue 7500 shares of stock, all of one class, one dollar par value.

5. The address of its initial registered office is 226 West Alfred Street, Tavares, Florida 32778 and the name of its registered agent is Mary M. McDaniel.

6. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

7. The names and addresses of the incorporators are:
William M. May, 30100 State Road 19 South, Tavares, Florida 32778,
and Mary Lou May, 30100 State Road 19 South, Tavares, Florida
32778.

DATED this 22nd day of December, 1997


William M. May
William M. May

Mary Lou May
Mary Lou May

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared William M. May who is to me well known to me or who has produced as identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tavares, Lake County, Florida, this 22nd day of December, 1997.


Mary M. McDaniel
Notary Public, State of Florida
Commission No. CC 612337
My Commission Exp. 1/18/2001
Bonded Through Fla. Notary Service & Bonding Co.
STATE OF FLORIDA
COUNTY OF LAKE

Mary M. McDaniel
Notary Public's Signature
MARY M. Mc DANIEL
Notary's Name Printed

BEFORE ME, the undersigned authority, personally appeared Mary Lou May who is to me well known to me or who has produced as identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tavares, Lake County, Florida, this 22nd day of December, 1997.


Mary M. McDaniel
Notary Public, State of Florida
Commission No. CC 612337
My Commission Exp. 1/18/2001
Bonded Through Fla. Notary Service & Bonding Co.

Mary M. McDaniel
Notary Public's Signature
MARY M. Mc DANIEL
Notary's Name Printed

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Bill May Automotive, Inc.
2. The name and address of the registered agent and office is:
Mary M. McDaniel, 226 West Alfred Street, Tavares, Florida
32778.

Bill May Automotive, Inc.

By: William May
(Corporate Officer)

Title: President

Date: Dec. 22, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97DEC 26 AM 11:00

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Mary M McDaniel
(Signature)

Date: December 22, 1997