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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 12:32

2/20/98

Dorris Brown  
Florida Secretary Of State  
Department Of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700002424097--3  
-02/06/98--01115--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. Brown:

Please return the Articles Of Incorporation to the following Agent and Address:

Charles Yates  
P. O. Box 561248  
Orlando, FL 32856  
407/629-7788

Thank you.



Charles Yates

789, 9589, 9551, 411, 9551, 9550  
W/98-2868

D. BROWN MAR - 2 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 9, 1998

COYOTE PRODUCTIONS, INC.

POST OFFICE BOX 561268  
ORLANDO, FL 32856

SUBJECT: BAD DOG AUTO, INCORPORATED  
Ref. Number: W98000002868

We have received your document for BAD DOG AUTO, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 698A00007345

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ARTICLES OF INCORPORATION  
OF  
**BAD DOG AUTO, INCORPORATED**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation for such corporation.

I. NAME

The name of this corporation is **BAD DOG AUTO, INCORPORATED**

II. DURATION

The corporation shall exist perpetually.

III. PURPOSE

The purpose of the corporation is:

1. To engage in the retail and wholesale of used motor vehicles.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

IV. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

V. CAPITAL STOCK

The corporation is authorized to issue 10,000 shares, of all one class at a par value to be determined at a later date.

VI. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the corporation is as follows: Charles R. Yates, 1836 Crandon Ave., Winter Park, Florida 32789.

VII. Principal Address

The principal address is the same as above

VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of the corporation are:

NAME	ADDRESS
Charles R. Yates	1518 Silverstone Ave. Orlando, Florida 32806
Shawn T. Morley	157 Chicago Woods Circle Orlando, Florida 32824

The names and addresses of the incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
Charles R. Yates	1518 Silverstone Ave Orlando, Florida 32806
Shawn T. Morley	157 Chicago Woods Circle Orlando, Florida 32824

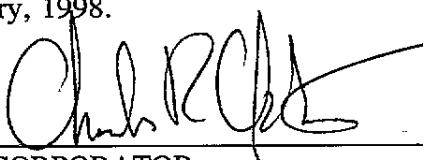
IX. INDEMNIFICATION

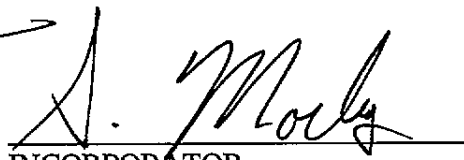
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

X. AMENDMENT TO ARTICLES

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

I understand and accept the duties as registered agent for the above corporation. IN WITNESS WHEREOF the undersigned incorporated these Articles of Incorporations this 23rd Day Of February, 1998.

  
INCORPORATOR

  
INCORPORATOR

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