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TELEPHONE (352) 787-2308
FAX NUMBER (352) 787-4341

EFFECTIVE DATE
3-1-98

February 20, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100002444951--3
-03/03/98--01002--006
****122.50 ****122.50

Re: Incorporation of Midway Way Cars & Auto Repair, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with your office. A check in the amount of \$122.50 is enclosed for the filing fee.

Please note that there is a business with a deceptively similar fictitious name which is Midway Used Cars & Auto Repair which has been registered under the Florida fictitious name statute on November 19, 1997, as registration number G97323000205. Enclosed for your reference is a copy of the November 27, 1997, letter to the business from the Fictitious Name Section of the Division of Corporations. Please also note that the parties filing for incorporation herein and the parties who filed the fictitious name on November 19 are one and the same.

Please return a copy of said articles to our office.

Thank you for your attention to this matter.

Sincerely,

Stephen G. Sewell

Stephen G. Sewell

SGS:js
Enclosures

FILED
98 FEB 27 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-4436

mc 3/2/98

EFFECTIVE DATE
3-1-98

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ARTICLES OF INCORPORATION

OF

MIDWAY USED CARS & AUTO REPAIR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is MIDWAY USED CARS & AUTO REPAIR, INC.

ARTICLE II. DURATION

This corporation shall begin its existence on the 1st day of March, 1998.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of
Common Stock having a Nominal or Par Value of
ONE DOLLAR (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 907 Webster Street, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation is **STEPHEN G. SEWELL, ESQUIRE.**

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is P.O. Box 413, Highway 50, Mascotte, Florida 34753. The preferred mailing address is same.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is(are):

NAME

ADDRESS

WILLARD STIEFEL

**P.O. Box 413, Highway 50
Mascotte, Florida 34753**

DONNA W. STIEFEL

**P.O. Box 413, Highway 50
Mascotte, Florida 34753**

ARTICLE IX. INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is(are):

NAME

ADDRESS

WILLARD STIEFEL

**P.O. Box 413, Highway 50
Mascotte, Florida 34753**

DONNA W. STIEFEL

P.O. Box 413, Highway 50
Mascotte, Florida 34753

ARTICLE X. INDEMNIFICATION

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


ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these Articles of Incorporation this 24 day of February, 1998.



WILLARD STIEFEL, Subscriber



DONNA W. STIEFEL, Subscriber

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: **MIDWAY USED CARS & AUTO REPAIR, INC.**
2. The name and address of the registered agent and office is:

STEPHEN G. SEWELL, ESQUIRE
907 Webster Street
Leesburg, Florida 34748

SIGNATURE *William H. Smith*
(Corporate Officer)

TITLE President

DATE Feb. 24, 1998

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Stephen G. Sewell*

DATE 2-24-98

FILED
98 FEB 27 PM 2:37
STATE
TALLAHASSEE, FLORIDA