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ENRIQUE CORDOVA, JR.

536 West Artesia Street
Oviedo, Florida 32765
(407) 831-2811

February 27, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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**SUBJECT: Articles of Incorporation
ALL COUNTY AUTO SALE, INC.**

Dear Sir/Madam:

Enclosed hereto please find an original and one (1) copy of the articles of incorporation of All County Auto Sale, Inc., and a check payable to the Department of State in the amount of \$131.25 for the following fees:

Filing Fee	\$35.00
Designation of Resident Agent	\$35.00
Certified Copy	\$52.50
Certificate of Status	<u>\$ 8.75</u>
Total	\$131.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

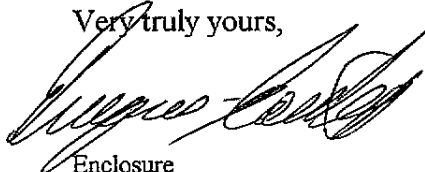
FROM: Enrique Cordova, Jr.

ADDRESS: 536 Artesia Street, Oviedo, Florida 32765

TEL. (407) 831-2811

Thank you for your assistance in this matter and should you have any questions do not hesitate to contact me.

Very truly yours,



Enclosure

me 3/6/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION
OF
ALL COUNTY AUTO SALE, INC.***

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of the corporation is ALL COUNTY AUTO SALE, INC. And principal place of business shall be located at 9850 Hwy., 17-92, Maitland, Florida 32751.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including, the automobile industry.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten (10) shares of common stock at Ten Dollars (\$10.00) par value, which shall be designated as "Common Shares."

ARTICLE V - 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.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of this corporation are Enrique Cordova, Jr., 536 West Artesia Street, Oviedo, Florida 32765.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successors shall be elected/appointed from time to time by the Bylaws. The name and address of the initial director are as follows:

<u>Name</u>	<u>Address</u>
Enrique Cordova, Jr.	536 West Artesia Street Oviedo, Florida 32765

ARTICLE VIII - OFFICERS

The name and address of officers of the corporation shall be appointed by the Board of Directors in accordance with the Bylaws.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Enrique Cordova, Jr.	536 West Artesia Street Oviedo, Florida 32765

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law. No Officer or Director shall be liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided in Section 607.0831, Florida Statutes.


ARTICLE XI - AMENDMENT

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.

Articles may be amended at any time by the majority vote of shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated this 27th day of February 1998.




**Enrique Cordova, Jr., President
Incorporator**

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Enrique Cordova, Jr., desiring to organize or qualify under the laws of the State of Florida, has named Enrique Cordova, Jr., 536 West Artesia Street, Oviedo, Florida 32765, as its agent to accept service of process within Florida.

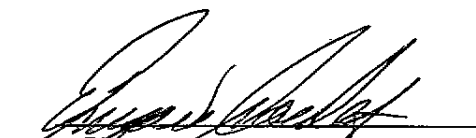
Dated this 27th day of February 1998.


Enrique Cordova, Jr., President
Incorporator

ACCEPTANCE OF DESIGNATION BY 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 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 obligations of my position as resident agent.

Dated this 27th day of February 1998.


Enrique Cordova, Jr.
Registered Agent

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