

P98000023788

TRANSMITTAL LETTER

Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

000002455500--6
-03/12/98--01093--015
*****70.00 *****70.00

100002455701--8
-03/12/98--01093--015
*****70.00 *****70.00

SUBJECT Sam's Auto Sales, INC.
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$ 70.00.

FROM: James N. Tyler, M.B.A.
301 N. Parrott Avenue
P. O. Box 3191
Okeechobee, FL 34973-3191
(941) 467-4200

NOTE: Please provide the original and one copy of the articles.

FILED
98 MAR 12 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5 pages

Done
12 Mar 98

FILED
98 MAR 12 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
SAM'S AUTO SALES, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A
CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO
HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS:

SAM'S AUTO SALES, INC.

ARTICLE II

THE DURATION OF THE CORPORATON IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS
ORGANIZED ARE:

1.) TO SUCH EXTEND AS A CORPORATION ORGANIZED UNDER THE
BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HEREAFTER
LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND EITHER
ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, OR
INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE,
CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT
TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY MORE
OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR
INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO
ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO
ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS,
AND PRIVILIGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE
ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION
LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF,
SUPPLEMENTAL THERETO, OR SUBSTITUED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE
FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH
THE FOREGOING.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS FIVE HUNDRED (500). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE \$1.00 PAR VALUE.

EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY-FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS:
301 N. PARROTT AVE. P.O. BOX 3191, OKEECHOBEE, FL. 34973
THE NAME OF ITS INITIAL RESIDENT AGENT IS: JAMES N.
TYLER. THE CORPORATION OPERATING ADDRESS IS:
4190 HWY. 441 S.E., OKEECHOBEE, FL. 34974.

ARTICLE VI

THE DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS: JAMES N. TYLER, 301 NO. PARROTT AVENUE, P.O. BOX 3191, OKEECHOBEE, FL. 34973.

ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX

STOCKHOLDERS - MEETING. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.

ARTICLE X

DIRECTORS - MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

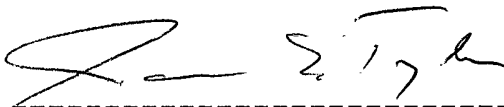
THE CONSENT OF ALL OF THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE X1

THE NAME AND THE ADDRESS OF THE INCORPORATOR IS:

JAMES N. TYLER,
301 N. PARROTT AVENUE
P.O. BOX 3191
OKEECHOBEE, FL. 34973

ON EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA
THIS 24th OF February 1998.

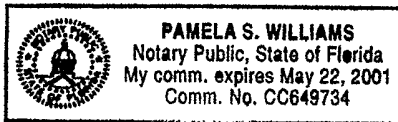


JAMES N. TYLER

STATE OF FLORIDA
COUNTY OF OKEECHOBEE;

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO
ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS PERSONALLY
APPEARED JAMES N. TYLER, ON THE 24th DAY OF
February 1998, AND WHO AFTER BEING DULY CAUTIONED
AND SWORN DEPOSED AND STATED THAT THEY EXECUTED THE SAME
FOR THE PURPOSE EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 24th
DAY OF February, 1998.



Pamela S. Williams
NOTARY PUBLIC

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

JAMES N. TYLER, HEREBY AGREES TO BE THE RESIDENT
AGENT FOR:
SAM'S AUTO SALES, INC.
AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL
CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO
THE REGISTERED OFFICE AT:
301 N. PARROTT AVENUE
P.O. BOX 3191
OKEECHOBEE, FL. 34973

James N. Tyler
JAMES N. TYLER

FILED
98 MAR 12 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA