

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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P98000025486

AA-Better Used Cars
Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File 300002460613--6
-03/18/98--01053--003
*****70.00 *****70.00
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: AS

3/18/98 11:05

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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14
03-18-98

ARTICLES OF INCORPORATION

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OF

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AA-Better Used Cars, Inc.

ARTICLE I

NAME

The name of this Corporation is AA-Better Used Cars, Inc.

ARTICLE II

DURATION

The Corporation shall have a perpetual existence.

ARTICLE III

FOR-PROFIT CORPORATION

This Corporation is a For-Profit Corporation.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is 8210 Aquila Street, #225, Port Richey, Florida 34668, and the mailing address of the Corporation is the same.

ARTICLE V

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 7637 Little Road, New Port Richey, Florida 34654, and the initial registered agent of this Corporation at such office shall be John K. Renke, II, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the director constituting the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Norman S. Applebaum	8210 Aquila Street, #224 Port Richey, FL 34668
Dan Horner	8210 Aquila Street, #225 Port Richey, FL 34668

ARTICLE VIII

INCORPORATION

The name and street address of the incorporator who is the person signing these Articles of Incorporation is:

NAME

ADDRESS

Norman Applebaum

8210 Aquila Street, #224
Port Richey, FL 34668

ARTICLE IX

BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors.

ARTICLE X

CONTRACTS WITH DIRECTORS

No Contract, act or transaction of this Corporation with any person, persons, firm or other corporation, in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this Corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of herself or himself or any other firm, association or corporation in which she or he may in anywise be interested. Any director of this Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that she or he is also a director of such subsidiary or controlled company.

ARTICLE XI

PREEMPTIVE RIGHTS


Regarding the shareholders' rights to acquire the Corporation's unissued shares, the Corporation elects to have preemptive rights.

ARTICLE XII

AMENDMENTS OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 16th day of March, 1998.



Norman S. Applebaum

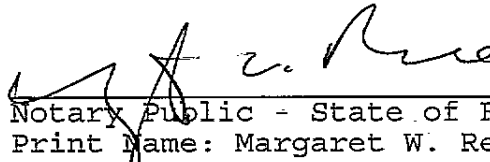
STATE OF FLORIDA

COUNTY OF PASCO

Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared NORMAN S. APPLEBAUM to me known and known to me to be the individual described as incorporator in the foregoing Articles of Incorporation of AA-Better Used Cars, Inc., a corporation for profit; and after first being duly sworn by me, upon oath he signed and acknowledged said Articles of Incorporation before me.

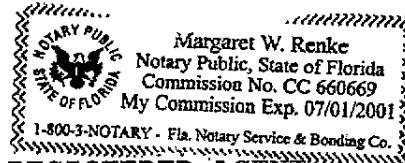
SWORN TO and SUBSCRIBED before me on March 16, 1998 by Norman S. Applebaum who took an oath and produced the following identification: FL driver's license # A 141-637-47-288-0

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 16th day of March, 1998.



Notary Public - State of Florida at Large
Print Name: Margaret W. Renke

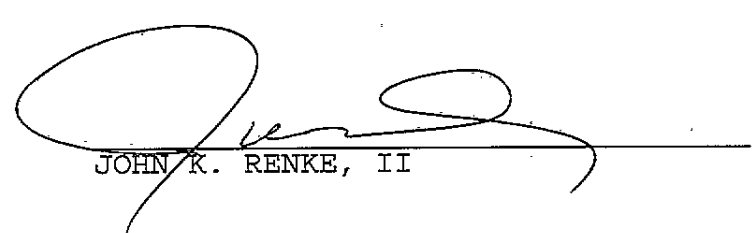
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such registered office, and is familiar with and accepts the obligations of his position as registered agent as provided for in Section 607.0505 of the Florida Statutes.

DATE: 3-16-98



JOHN R. RENKE, II

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