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WILLIAMS & CO., LTD

5440 Jackson Road
Fort Myers, Florida 33905

John E. Williams, C.P.A.
941-693-6770

Member American Institute of CPA's & Florida Institute of CPA's

May 27, 1998

State of Florida
Department of State
409 E. Gaines St.
Tallahassee, FL 32314

Attention: Judy Eure

Dear Judy,

Enclosed are the Articles of Incorporation for Pay Less Auto Sales of S.W. Fl., Inc. Enclosed is the \$122.50 filing fee along with the executed Original Articles.

Once again, your cooperation is most welcome.

Respectfully submitted,

John E. Williams, C.P.A.
John E. Williams, C.P.A.

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Enclosures

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MAIL-OUT

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P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

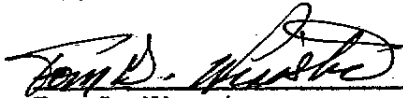
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DEPARTMENT OF MAIL
DIVISION OF CORPORATE IN
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

PAY LESS AUTO SALES OF S.W. FL., INC.

- Article 1 The name of the corporation shall be Pay Less Auto Sales of S.W. FL., Inc.
- Article 2 The principal address of the corporation shall be 3823 E. Riverside Dr., Ft. Myers, FL 33916.
- Article 3 The number of shares of stock authorized to be issued and outstanding shall be a maximum of five hundred (500) shares.
- Article 4 The Registered Agent of this corporation shall be:
- Tom G. Nicastro
3823 E. Riverside Dr.
Ft. Myers, FL 33916

I hereby accept my position as Registered Agent:


Tom G. Nicastro

May 28, 1998
Date

Article 5 Incorporator:

President, Vice President, Secretary, and Treasurer

Tom G. Nicastro
3823 E. Riverside Dr.
Ft. Myers, FL 33916

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation:


Tom G. Nicastro

May 28, 1998
Date