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Attorneys and Counselors at Law

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July 6, 1998

P98000060941

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: ALL RIDE AUTO SALES, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,

Raymond A. McLeod
Raymond A. McLeod

RAM/jlk

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 2:28

**ARTICLES OF INCORPORATION
OF
ALL RIDE AUTO SALES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 2:29

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **ALL RIDE AUTO SALES, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name and address of the Initial Registered Agent is WILLIAM E. BARTLETT whose mailing address is 1128 North Park Avenue, Apopka, Florida 32712 and the principal office of this corporation is 1128 North Park Avenue, Apopka, Florida 32712.

ARTICLE VI

This corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

WILLIAM E. BARTLETT
2530 Sand Lake Road
Longwood, Florida 32779

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as Incorporator is:

WILLIAM E. BARTLETT
2530 Sand Lake Road
Longwood, Florida 32779

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
WILLIAM E. BARTLETT and JOAN E. BARTLETT, his wife	1,000

ARTICLE XII

Director(s) need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

ARTICLE XIII

The shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

ARTICLE XIV

If all Director(s) severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of July, 1998.

William E. Bartlett
WILLIAM E. BARTLETT
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared WILLIAM E. BARTLETT personally known by me to be the person who executed the foregoing Articles of Incorporation of ALL RIDE AUTO SALES, INC. as the Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 6th day of July, 1998.



(SEAL)

Raymond A. McLeod
Notary Public
Raymond A. McLeod
Printed Name of Notary

My commission expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 PM 2:29

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **WILLIAM E. BARTLETT**, known to me to be the person who accepted designation as Registered Agent on behalf of ALL RIDE AUTO SALES, INC., and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.

William E. Bartlett
WILLIAM E. BARTLETT

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 6th day of July, 1998.



Raymond A. McLeod
Notary Public
RAYMOND A. McLeod
Printed name of Notary

My Commission Expires: