

Sent By: FORD,JETTER,BOWLUS P.A.;

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14 Jul 98 3:03PM;Job 26; Page 1/4

7/14/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FORD, JETER & BOWLUS, P.A.

CONTACT: ~~VICKI CUMMINS~~ *Pat Shane*

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FAX #: (904)262-3337

NAME: RUST OR US, INC.

AUDIT NUMBER.....H98000012986

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
(FS Section 607.0202)

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

1. Name. The name of this corporation is Rust or Us, Inc.
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. Capital Stock. The corporation is authorized to issue 1,000 shares all of one class, at \$1.00 par value.
5. Corporate Address: The address of the corporation is as follows:

5324 A1A South
St. Augustine, FL 32084
6. Initial Registered Office and Registered Agent. The name and address of the initial agent and the registered office of the corporation is as follows:

Michael Bowlus
10110 San Jose Blvd.
Jacksonville, Florida 32257
7. Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Name	Address
Steven W. Bennett	5324 A1A South St. Augustine, FL 32084

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Michael Bowlus, Esq.
Florida Bar No. 592862
10110 San Jose Blvd.
Jacksonville, FL 32257
(904) 268-7227

8. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Name	Address
Michael Bowlus, Esq.	10110 San Jose Blvd. Jacksonville, FL 32257

9. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of July, 1998.

Michael Bowlus
INCORPORATOR

Michael Bowlus
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of July, 1998 by Michael Bowlus, who is personally known to me ~~or~~ who has produced _____ as identification and who did (did not) take an oath.

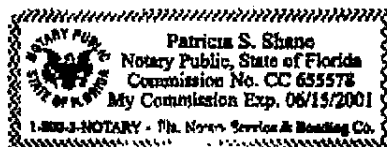
Patricia S. Shane
NOTARY PUBLIC, State and County
aforesaid.

Name of Notary Public, Typed,
Printed or Stamped

My Commission Expires:

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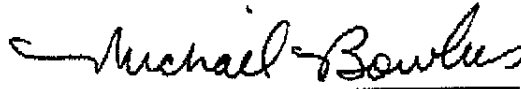
Michael Bowlus, Esq.
Florida Bar No. 592862
10110 San Jose Blvd.
Jacksonville, FL 32257
(904) 268-7227



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT PREMIER DEALER SERVICES, INC., WITH ITS PLACE OF BUSINESS AT 11457 SAN
JOSE BLVD., JACKSONVILLE, FL 32223, HAS NAMED MICHAEL BOWLUS, LOCATED AT 10110
SAN JOSE BLVD., JACKSONVILLE, FLORIDA 32257, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: July 14th, 1998.

SIGNATURE 
(Registered Agent)

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Michael Bowlus, Esq.
Florida Bar No. 592862
10110 San Jose Blvd.
Jacksonville, FL 32257
(904) 268-7227

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