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**THOMAS P. McALVANA, P.A.**

Attorney At Law

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July 2, 1998

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

500002611235--4  
-08/10/98--01030--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Jim Crandell Car & Truck Sales, Inc.

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation, in regard to the above. I have also enclosed this firm's check in the amount of \$122.50 to cover your fee for filing. If you have any questions, please do not hesitate to contact me.

Yours truly,

A handwritten signature in cursive script, appearing to read "T. McAlvanah".

**THOMAS P. McALVANA, ESQUIRE**

TPM/kmt  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 10 PM 1:00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 10 PM 1:00

***CERTIFICATE OF INCORPORATION  
OF  
JIM CRANDELL CAR & TRUCK SALES, INC.***

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

***ARTICLE I. NAME***

The name of this corporation is **JIM CRANDELL CAR & TRUCK SALES, INC.**

***ARTICLE II. NATURE OF BUSINESS***

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

***ARTICLE III. CAPITAL STOCK***

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand Shares of common stock having no nominal par value, and shall be fully paid and non-assessable. All such stock shall be payable in cash.

***ARTICLE IV. INITIAL CAPITAL***

The amount of capital with which this corporation shall begin business is Five Hundred Dollars and No Cents (\$500.00).

***ARTICLE V. TERM OF EXISTENCE***

The corporation shall have perpetual existence.

## ***ARTICLE VI. ADDRESS***

The initial post office address of the principal office of this corporation in the State of Florida, is: *3334 Paul Buchanan Hwy., Zephyrhills, Florida 33540*. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

## ***ARTICLE VII. DIRECTORS***

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than seven (7) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ***ARTICLE VIII. INITIAL DIRECTORS***

<b>NAME:</b>	<b>ADDRESS:</b>
LILA G. CRANDELL	3334 Paul Buchanan Hwy. Zephyrhills, Florida 33540

## ***ARTICLE IX. INITIAL OFFICERS***

<b>NAME:</b>	<b>ADDRESS:</b>	<b>OFFICE:</b>
LILA G. CRANDELL	3334 Paul Buchanan Hwy. Zephyrhills, Florida 33540	President
JIM CRANDELL a/k/a JAMES K. CRANDELL	3334 Paul Buchanan Hwy. Zephyrhills, Florida 33540	Vice-President

LILA G. CRANDELL

3334 Paul Buchanan Hwy.  
Zephyrhills, Florida 33540

Treasurer

LILA G. CRANDELL

3334 Paul Buchanan Hwy.  
Zephyrhills, Florida 33540

Secretary

**ARTICLE X. INCORPORATOR**

**NAME:**

**ADDRESS:**

LILA G. CRANDELL

3334 Paul Buchanan Hwy.  
Zephyrhills, Florida 33540

**ARTICLE XI. REGISTERED AGENT**

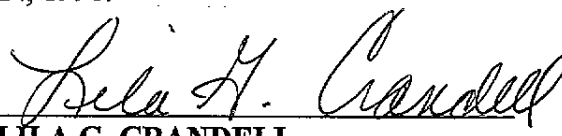
This corporation has named Jim Crandall a/k/a James K. Crandell, 3334 Paul Buchanan Hwy., Zephyrhills, Florida 33540, as its agent to accept service of process within this State.

**ARTICLE XII. AMENDMENT**

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Certificate of Incorporation be made.

**IN WITNESS WHEREOF**, the parties herein have hereunto set their hands and seals the

26<sup>th</sup> day of June, A.D., 1998.

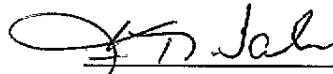
  
LILA G. CRANDELL

STATE OF FLORIDA  
COUNTY OF PASCO

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LILA G. CRANDELL, to be the persons described in and who executed the foregoing Certificate of Incorporation as incorporators and he/she acknowledged before me that he/she subscribed to that Certificate of Incorporation. That he/she is personally known to me or he/she has produced personally known identification.

**WITNESS** my hand and seal this 20<sup>th</sup> day of June, A.D., 1998.

Seal/Expiration:



NOTARY PUBLIC-Kristina M. Tali



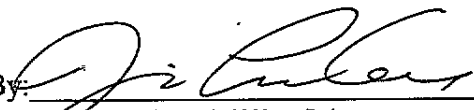
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

CAR & TRUCK SALES, INC.  
First--That JIM CRANDELL ~~a/k/a JAMES K. CRANDELL~~, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Zephyrhills, County of Pasco, State of Florida, has named JIM CRANDELL a/k/a JAMES K. CRANDELL, 3334 Paul Buchanan Hwy., Zephyrhills, Florida 33540, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
JIM CRANDELL a/k/a  
JAMES K. CRANDELL  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 10 PM 1:00