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PLEASE REPLY TO:

Lake Wales
August 7, 1998

FILED
98 AUG 17 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Southlake Autos, Inc.
Articles of Incorporation

100002617501--7
-08/17/98--01089--001
****122.50 ****122.50

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

Also enclosed is this firm's check, in the amount of \$122.50, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$52.50.

Upon approval and filing of these articles, certificate and affidavit, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap
Enclosures

F. CHESSER AUG 18 1998

**ARTICLES OF INCORPORATION
OF
SOUTHLAKE AUTOS, INC.**

(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is SOUTHLAKE AUTOS, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall initially be 3330 Highway 27 South, Lake Wales, FL 33853.

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 3330 Highway 27 South, Lake Wales, FL 33853, and the name of its initial registered agent at that office is Jerry B. McGill.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Jerry B. McGill
Secretary:	Mary Beth McGill
Treasurer:	Jerry B. McGill
Vice President:	Mary Beth McGill

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be two. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents

of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Jerry B. McGill
1413 North Highland Park Drive
Lake Wales, FL 33853

Mary Beth McGill
1413 North Highland Park Drive
Lake Wales, FL 33853

ARTICLE XI

NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Jerry B. McGill
1413 North Highland Park Drive
Lake Wales, FL 33853

ARTICLE XII

BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII

MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV

QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of August, 1998.

Signed, sealed and delivered
in the presence of:

Barbara Bradley
Print Name: Barbara Bradley

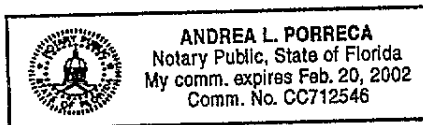
Jerry B. McGill
JERRY B. MCGILL
as incorporator

Andrea L. Porreca
Print Name: Andrea L. Porreca

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 7th day of August, 1998, by **JERRY B. MCGILL**, who is personally known to me or who has produced a drivers license as identification.



Andrea L. Porreca
Notary Name: Andrea L. Porreca
State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: August 7, 1998

Jerry B. McGill
JERRY B. MCGILL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA