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FILED
98 SEP 11 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 4, 1998

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

700002637497--8
-09/11/98--01073--006
*****70.00 *****70.00

RE: Menard Auto Sales, Inc.

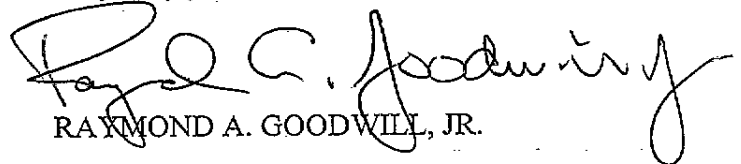
Gentlemen:

Enclosed herewith for filing, please find the original Articles of Incorporation for the above-named proposed corporation. Also enclosed, please find my trust account check in the amount of \$70.00 which represents the following fees:

1. Filing Fee	\$ 35.00
2. Registered Agent Designation	<u>35.00</u>
Total	\$ 70.00

Please send written confirmation to me of the filing of this Articles at your earliest convenience. Your prompt attention to this matter would be greatly appreciated.

Very truly yours,


RAYMOND A. GOODWILL, JR.

RAG,JR./csa
Enclosures

F. CHESSER SEP 16 1998

ARTICLES OF INCORPORATION
OF
MENARD AUTO SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the incorporators to these Articles of Incorporation, hereby adopt the following Articles of Incorporation for such corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of this corporation is: MENARD AUTO SALES, INC.

ARTICLE II.
NATURE OF BUSINESS

This corporation may engage in any or all lawful activity or business permitted under the laws of the state of Florida and of the United States.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of no-par common stock. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

ARTICLE IV.
DATE AND TERM OF CORPORATE EXISTENCE

This corporation shall begin its existence immediately and shall exist perpetually thereafter.

ARTICLE V.
PRINCIPAL OFFICE

The initial address of the principal office of this corporation shall be 251 US Hwy 27 S, Haines City, Florida 33844. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
INCORPORATORS

The name and street address of the subscriber to these Articles of Incorporation are:

BILLY JOE WATSON

4000 County Club Road South
Winter Haven, Florida 33884

The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver this Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT

This corporation hereby designates, 4000 Country Club Road South, Winter Haven, Florida 33884, as its initial "registered office", and further designates BILLY JOE WATSON, at said address, as its initial "registered agent".


BILLY JOE WATSON

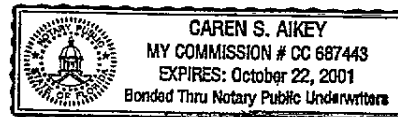
ACKNOWLEDGMENT

STATE OF FLORIDA)
) ss:
-COUNTY OF POLK)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared BILLY JOE WATSON, who is personally known to me, as the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal of office in the County and State named above, this 9th day of September, 1998.

Caren S. Aikey
Caren S. Aikey
Notary Public - State of Florida
Commission No: CC 687443
My Commission Expires: 10/22/2001



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

98 SEP 11 AM 9:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED:

FIRST - THAT MENARD AUTO SALES, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN
THE STATE OF FLORIDA, HAS NAMED BILLY JOE WATSON, LOCATED
AT 4000 COUNTRY CLUB ROAD SOUTH, WINTER HAVEN, FLORIDA 33834, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____



TITLE: President

DATE: September 9, 1998

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

SIGNATURE: _____


BILLY JOE WATSON

DATE: September 9, 1998