

WILLIAM G. NOE, JR.
ATTORNEY AND COUNSELOR AT LAW
599 ATLANTIC BOULEVARD
SUITE 6
ATLANTIC BEACH, FLORIDA 32233

TELEPHONE 904/249-7241

FACSIMILE 904/247-1582

October 7, 1998

P980000086958

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: JOHN'S WHOLESALE CARS, INC.

900002653449--0
-10/08/98--01081--009
****122.50 *****78.75

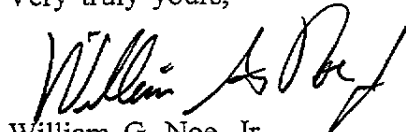
Dear Sirs:

I am enclosing herewith an original and one copy of the Articles of Incorporation of JOHN'S WHOLESALE CARS, INC. I am also enclosing herewith my check in the amount of \$122.50 for the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,



William G. Noe, Jr.
WGN/sb
enclosures

FILED
98 OCT -8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
10/12/98

⑥

CERTIFICATE OF INCORPORATION
OF
JOHN'S WHOLESALE CARS, INC.

FILED
98 OCT -8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: **JOHN'S WHOLESALE CARS, INC.**

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE
AUTHORIZED TO BE DONE BY
CORPORATIONS ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS ONE HUNDRED SHARES (100). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF

DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

ARTICLE IV

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 2585 MAYPORT ROAD, JACKSONVILLE, FLORIDA 32233. THE MAILING ADDRESS OF THIS CORPORATION SHALL BE 2585 MAYPORT ROAD, JACKSONVILLE, FLORIDA 32233.

ARTICLE VI

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

ARTICLE VII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
JOHN STEBBINS	2585 MAYPORT ROAD JACKSONVILLE, FLORIDA 32233

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE

CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND
HAVE QUALIFIED, ARE AS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
JOHN STEBBINS PRESIDENT, SECRETARY AND TREASURER	2585 MAYPORT ROAD JACKSONVILLE, FLORIDA 32233

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS
CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE X

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF
THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

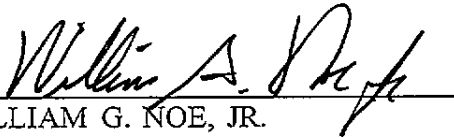
<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE XI

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY
A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A
TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM
TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF
SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK
SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED

OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE
RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID
AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE
AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE
CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION
CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE
CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS
GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR
DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT
CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS
HEREUNTO SET HIS HAND AND SEAL THIS 7TH. DAY OF OCTOBER, 1998.


WILLIAM G. NOE, JR.
REGISTERED AGENT AND
SUBSCRIBER

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF JOHN'S WHOLESALE CARS, INC.

William G. Noe, Jr.
WILLIAM G. NOE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR., TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSON NAMED AS REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE FOREGOING CERTIFICATE OF INCORPORATION OF JOHN'S WHOLESALE CARS, INC., AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT HE SUBSCRIBED HIS NAME TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT AND INCORPORATOR TO THE STOCK OF SAID CORPORATION, FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH, FLORIDA, DUVAL COUNTY, FLORIDA, THIS 7TH. DAY OF OCTOBER, 1998.

Debra A. Tomlin

NOTARY PUBLIC

PRINTED NAME: _____

MY COMMISSION EXPIRES: _____



Debra A. Tomlin
MY COMMISSION # CC623437 EXPIRES
February 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 OCT -8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA