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LAW OFFICES

Lassiter & Sessions

LEGAL ARTS BUILDING
CORNER UNION & OCEAN STREETS
720 NORTH OCEAN STREET
JACKSONVILLE, FLORIDA 32202

WILLIAM T. LASSITER, JR.

TEL (904) 354-0099
FAX (904) 354-1965

GEOFFREY D. SESSIONS

November 6, 1998

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

200002683542--9
-11/09/98--01123--007
122.50 **78.75

Re: Incorporation of MORRISON PONTIAC, INC.

Dear Sir or Madam:

Enclosed please find the following:

- (1) Original and one copy of the Articles of Incorporation of MORRISON PONTIAC, INC.;
- (2) Certificate naming Registered Agent, Etc.; and
- (3) My firm check made payable to the Secretary of State in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please return the certified copy of the Articles of Incorporation to our office at the above address. Thank you.

With kindest regards, I remain,

Very truly yours,



William T. Lassiter, Jr.

WILj:ff
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 8:30

11-12
WS

ARTICLES OF INCORPORATION

OF

MORRISON PONTIAC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 8:30

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

MORRISON PONTIAC, INC.

The street address and mailing address of the principal office of the corporation is 720 North Ocean Street, Jacksonville, Florida 32202.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock having \$10.00 par value per share..

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 720 North Ocean Street, Jacksonville, Florida 32202. The name of its initial registered agent at such address is William T. Lassiter, Jr., Esquire.

V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Alan H. Morrison	President/ Treasurer Director	720 North Ocean Street Jacksonville, Florida 32202
Jonathan Durand	Secretary/ Director	720 North Ocean Street Jacksonville, Florida 32202

ARTICLE VII. SPECIAL PROVISIONS

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Service code, 26 U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of this corporation is William T. Lassiter, Jr., Esquire, 720 North Ocean Street, Jacksonville, Florida 32202.

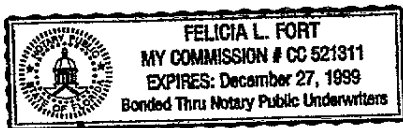

WILLIAM T. LASSITER, JR., ESQUIRE,
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared WILLIAM T. LASSITER, JR., ESQUIRE, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the state and county aforesaid this 6th day of November, 1998.




NOTARY PUBLIC, State of Florida
at Large

ACCEPTANCE OF REGISTERED AGENT

William T. Lassiter, Jr., 720 North Ocean Street, Jacksonville, Florida 32202, having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


WILLIAM T. LASSITER, JR., ESQUIRE
RESIDENT AGENT