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November 12, 1998

P98000097682

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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--11/16/98--01100--003
****122.50 *****78.75

Re: Chapel Motors, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-entitled corporation.

In addition, you will find my check in the amount of \$122.50 as payment of filing fees, charter tax, agent designation, and certified charter.

If the enclosed meets with your approval, it will be greatly appreciated if you could grant the charter and return to me a certified copy of the same.

Should you have any questions concerning this matter please do not hesitate to contact me.

Sincerely,

James L. Sayer
James L. Sayer

JLS/djs
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CHAPEL MOTORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: CHAPEL MOTORS, INC. The principal office and mailing address is: 627 Pondella Road, North Fort Myers, Florida 33903.

ARTICLE II: DURATION

The term of existence of the corporation is perpetual.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is for the sale, both retail and wholesale, of used automobiles and used trucks and all other modes of vehicular transportation.

The corporation may transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The aggregate number of share of stock which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with a par value of \$1.00.

ARTICLE V: TERM OF EXISTENCE

The corporation shall commence business as soon as the Secretary of State of the State of Florida approves and issues the Charter and shall continue perpetually thereafter unless sooner dissolved by law.

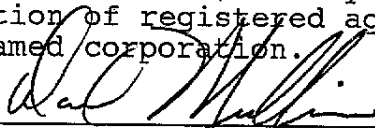
ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation in the State of Florida is: 627 Pondella Road, North Fort Myers, Florida 33903.

ARTICLE VII: INITIAL REGISTERED AGENT

The initial registered agent of this corporation is :

I, DAVID G. MULLINS, hereby accept the designation of registered agent of the above-named corporation.



DAVID G. MULLINS
627 Pondella Road
North Fort Myers, Florida 33903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII: DIRECTORS

This corporation shall have three directors initially. The number may be increased from time to time by Bylaws adopted by the stockholders. Directors need not be residence of the State of Florida.

ARTICLE IX: INITIAL DIRECTORS

The names and post office addresses of the initial Directors

are as follows

DAVID G. MULLINS, 622 El Dorado Parkway, Cape Coral, FL 33914
CAROLYN S. MULLINS, 622 El Dorado Parkway, Cape Coral, FL 33914
JOSEPH E. MULLINS, 1718 NE 7th Terrace, Cape Coral, FL 33909

ARTICLE X: INCORPORATORS

The names and post office addresses of each subscriber to these Articles of Incorporation are as follows:

DAVID G. MULLINS, 622 El Dorado Parkway, Cape Coral, FL 33914
CAROLYN S. MULLINS, 622 El Dorado Parkway, Cape Coral, FL 33914
JOSEPH E. MULLINS, 1718 NE 7th Terrace, Cape Coral, FL 33909

ARTICLE XI: PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized or for whatever consideration it is contemplated to be received by the corporation including but not limited to cash, other properties, services, the acquisition of other corporation shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to any issuance of shares and to the reissuance of all redeemed or otherwise acquired shares including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted except with the unanimous vote of the shareholders of each affected class.

No issuance of stock of the corporation shall take place

unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. The preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XII: AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon unless all Directors and all stockholders sign a written agreement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

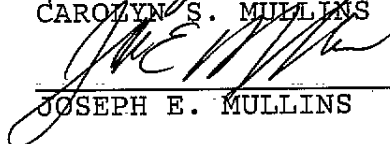
6th day of November, 1998.



DAVID G. MULLINS



CAROLYN S. MULLINS



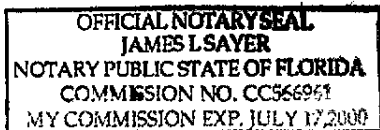
JOSEPH E. MULLINS

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared DAVID G. MULLINS, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. The said DAVID G. MULLINS is personally known to me or presented Fla Dr. Lic M452-167-42-347-0 as identification and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 6th day of November, 1998.



James L. Sayer
NOTARY PUBLIC - STATE OF FLORIDA

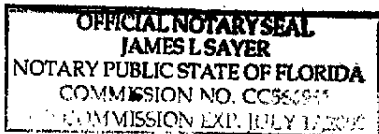
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared CAROLYN S. MULLINS, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed. The said CAROLYN S. MULLINS is personally known to me or presented Fla Dr. Lic
M452-110-42-596-0 as identification and did

take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County,
Florida this 6th day of November, 1998.



James L. Sayer

NOTARY PUBLIC - STATE OF FLORIDA

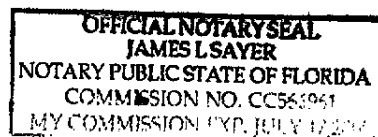
STATE OF FLORIDA July 17, 2000
COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared JOSEPH E. MULLINS, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. The said JOSEPH E. MULLINS is personally known to me or presented _____
FLA DL Lic # M482-485-68-162-0 as identification and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County,
Florida this 6th day of November, 1998.

James L. Sayer

NOTARY PUBLIC - STATE OF FLORIDA



July 17, 2000