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November 20, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Gentlemen:

Re: CARNS AUTO BROKERS, INC.

I enclose herewith original and one copy of Articles of Incorporation of CARNS AUTO BROKERS, INC., together with check for \$70.00, representing your \$35.00 filing fee, and \$35.00 registered agent designation fee.

If you find these papers in order, please file the original, and return a stamped copy to me in the enclosed stamped, addressed envelope.

Thank you.

Yours very truly,

  
Robert R. Crittenden

RRC/pt  
Encs.  
cc: Mr. D. C. Carns

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CARNS AUTO BROKERS, INC.

The undersigned incorporator, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation shall be: CARNS AUTO BROKERS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the corporation shall be 2500 - 21st Street, N.W., #53, Winter Haven, Florida 33881.

ARTICLE III. 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 IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2500 - 21st Street, N.W., #53, Winter Haven, Florida 33881, the name of the initial registered agent of the corporation at that address is Don Carns.

ARTICLE VI. DATE AND TERM OF CORPORATE EXISTENCE.

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATORS.

The name and post office address of the incorporator to these Articles of Incorporation, is:

Don Carns  
2500 - 21st Street, N.W., #53  
Winter Haven, Florida 33881

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this 20<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
Don Carns

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submit the following statement in designating the registered the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CARNS AUTO BROKERS, INC.
2. The name and address of the registered agent and office is:

DON CARNS  
2500 - 21st Street, N.W., #53  
Winter Haven, Florida 33881

Signature

  
Don Carns

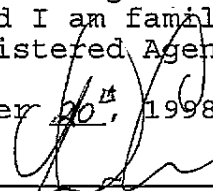
Title: President

Date: November 20<sup>th</sup>, 1998

Having been named as registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as Registered Agent.

DATED this 20<sup>th</sup> day of November 20<sup>th</sup>, 1998.

Signature

  
Don Carns