

Costin and Costin

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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

December 17, 1998

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

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-12/22/98--01030--003
****122.50 *****78.75

RE: BILLY CARR AUTO SALES, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00	- filing fee
52.50	- certified copy
<u>35.00</u>	- registered agent designation
\$122.50	

Sincerely,

Candice D. Bridges
Candice D. Bridges
Legal Secretary

Enclosures

FILED
98 DEC 22 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 28 1998

ARTICLES OF INCORPORATION
OF
BILLY CARR AUTO SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is "BILLY CARR AUTO SALES, INC."

ARTICLE II
Duration

The corporation shall have perpetual existence, commencing on the date of these Articles.

ARTICLE III
General Purpose Clause

The general nature of the business to be transacted by the corporation is to manage, purchase, or otherwise acquire, and to own, mortgage, pledge, purchase, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with new and used motor vehicles, of every kind and description, and to purchase, manage, sell, or deal or trade any types of wares or materials incidental to the operation of an automobile dealership or franchise. This corporation shall also have the power to transact any lawful business for which corporations may be

incorporated to do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations for profit.

ARTICLE IV
Capital Stock

The corporation is authorized to issue one hundred (100) shares of One Cent (\$0.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of this corporation is 1976 Highway 98-West, Post Office Box 519, Port St. Joe, Florida 32456. The principal address and registered office address of this corporation are the same. The name of the initial registered agent of this corporation at that address will be WILLIAM H. CARR, JR.

ARTICLE VI
Initial Board of Directors

The company shall have one director initially, who shall also be the President and Secretary/Vice-Treasurer. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholders. The name and address of the initial director and his respective offices are:

William H. Carr, Jr. - PRESIDENT/SECRETARY/TREASURER
1201 Constitution Drive
Port St. Joe, FL 32456

ARTICLE VII
Incorporators

The name and address of the incorporator signing these articles is

William H. Carr, Jr.
1201 Constitution Drive
Port St. Joe, FL 32456

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and shareholders.

ARTICLE IX
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set forth opposite his name:

William H. Carr, Jr. 100 shares common stock

ARTICLE X
Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without shareholder approval.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the board of directors and

any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 17th day of December, 1998.

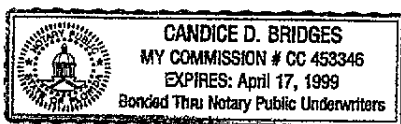
BILLY CARR AUTO SALES, INC.

By: William H. Carr, Jr.
William H. Carr, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on the 17th day of December, 1998, personally appeared before me, a notary public, WILLIAM H. CARR, JR., the incorporator signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the County and State aforesaid on the day and year first above written.



Candice D. Bridges
Notary Public

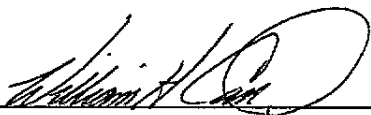
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that BILLY CARR AUTO SALES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Blountstown, Calhoun County, Florida, has named WILLIAM H. CARR,

JR., 117 South main Street, Post Office Box 310, Blountstown, Florida 32424, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



WILLIAM H. CARR, JR.
Registered Agent
1201 Constitution Drive
Port St. Joe, FL 32456

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SECRETARY OF STATE
TALLAHASSEE FLORIDA