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January 25, 1999

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Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32315

700002754937--0

RE: Gulf Coast Autos, Inc.

-01/26/99--01050--011
*****78.75 *****78.75

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation along with its Designation of Registered Agent along with our check made payable to your order in the amount of \$78.75 representing the filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,

Mickie Kelly

Mickie Kelly, Legal Secretary
to Jack G. Williams

/mk

Enclosures: as referenced

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
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ARTICLES OF INCORPORATION

OF

GULF COAST AUTOS, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is Gulf Coast Autos, Inc.

ARTICLE II. - NATURE OF BUSINESS

This corporation is organized for the purpose transacting any and all lawful business.

ARTICLE III. - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue 100 (One Hundred) shares of common stock, each share having the par value of \$1.00 (One and No/100).

**ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED
OFFICE AND AGENT**

The principal office of this corporation is 3915 West Highway 98, Panama City, Florida 32401. The street address of the initial registered office of this corporation is 502 Harmon Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is Jack G. Williams.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

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TALLAHASSEE, FLORIDA

Name

Address

Robert F. McGibony

3915 West Highway 98
Panama City, FL 32401

ARTICLE VII. - INCORPORATORS

The name and address of the person signing these Articles is:

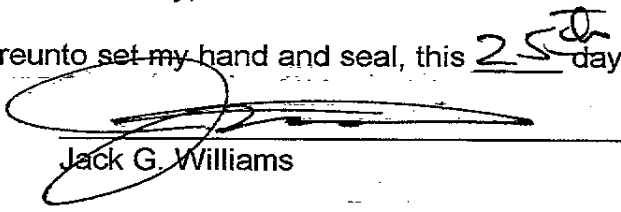
Name

Address

Jack G. Williams

502 Harmon Avenue
Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 25th day of January, 1999.

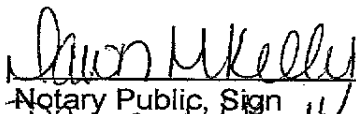


Jack G. Williams

**STATE OF FLORIDA,
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Jack G. Williams, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 25 day of January, 1999.

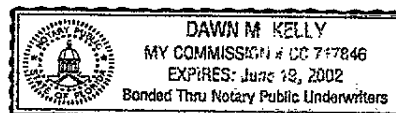


Notary Public, Sign



Notary Public, Print

My commission expires:



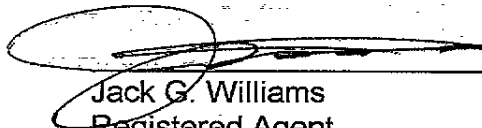
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First, that Gulf Coast Autos, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 502 Harmon Avenue, Panama City, Florida 32401 has named Jack G. Williams located at 502 Harmon Avenue, Panama City, Florida 32401 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Jack G. Williams
Registered Agent

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