

P99000012504



ACCOUNT NO. : 072100000032

REFERENCE : 127561 5674A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : February 8, 1999

ORDER TIME : 3:26 PM

ORDER NO. : 127561-005

CUSTOMER NO: 5674A

600002768756-19

CUSTOMER: Ms. Carla Guidry  
KIMPTON BURKE & WHITE  
KIMPTON BURKE & WHITE  
Suite 100  
28059 U.s. Highway 19, North  
Clearwater, FL 33761

DOMESTIC FILING

NAME: VARSITY MOTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -8 AM 10:40  
RECEIVED  
99 FEB -8 PM 4:48  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 FEB -8 AM 10:40

ARTICLES OF INCORPORATION  
OF  
VARSITY MOTORS, 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 the corporation shall be:

VARSITY MOTORS, INC.

The address of the principal office of this corporation shall be 6163 South Orange Blossom Trail, Orlando, Florida 32809, and the mailing address of the corporation shall be the same.

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 28059 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33761, and the name of the initial registered agent of the corporation at that address is Robert C. Burke, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

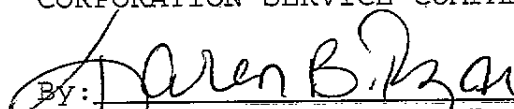
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set  
their hand and seal of Corporation Service Company, on  
February 8, 1999 .

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

CHS/agl

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -8 AM 10:40

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:  VARSITY MOTORS, INC.

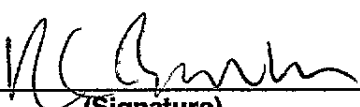
2. The name and address of the registered agent and office is:

ROBERT C. BURKE, JR.   
(Name)

28059 U. S. HIGHWAY 19 NORTH, SUITE 100   
(P.O. Box not acceptable)

CLEARWATER, FLORIDA 33761   
(City/State/Zip)

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.

   
(Signature)