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Costin and Costin

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413 WILLIAMS AVENUE
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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

February 9, 1999

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

000002771240--5
-02/10/99--01031--015
****122.50 *****78.75

RE: BOOTH AUTOMOTIVE GROUP, 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
99 FEB 10 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 12 1999

ARTICLES OF INCORPORATION
OF
BOOTHE AUTOMOTIVE GROUP, INC.

FILED
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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 "BOOTHE AUTOMOTIVE GROUP, INC."

ARTICLE II
Duration

The corporation shall have perpetual existence, commencing on the date of filing of this agreement.

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 (\$.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Principal Office and Agent

The street address of the initial principal office of this corporation is 1039 Highway 71-South, Blountstown, Florida 32424. The mailing address of that initial principal office is P.O. Drawer 190, Blountstown, Florida 32424. The name of the initial registered agent of this corporation and his address is as follows:

Charles A. Costin, Esquire
413 Williams Avenue
Post Office Box 98
Port St. Joe, FL 32456

ARTICLE VI
Initial Board of Directors

The company shall have three directors initially, who shall also be the President, Vice-President, and Secretary/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:

Tommy Mixon Boothe
1920 Kimberly Drive
Atmore, AL 36506

- President

Ashley Mixon Boothe
1920 Kimberly Drive
Atmore, AL 36506

- Vice-President

Ann M. Boothe
1920 Kimberly Drive
Atmore, AL 36506

- Secretary/Treasurer

ARTICLE VII Incorporators

The name and address of the incorporator signing these articles are:

Tommy Mixon Boothe
1920 Kimberly Drive
Atmore, AL 36506

Ashley Mixon Boothe
1920 Kimberly Drive
Atmore, AL 36506

Ann M. Boothe
1920 Kimberly Drive
Atmore, AL 36506

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:

Tommy Mixon Boothe
1920 Kimberly Aveue
Atmore, AL 36506

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 29 day of January, 1999.

BOOTHE AUTOMOTIVE GROUP, INC.

By: Tommy Mixon Boothe
Tommy Mixon Boothe, Incorporator

By: Ashley
Ashley Mixon Boothe, Incorporator

By: Ann M. Boothe
Ann M. Boothe, Incorporator

STATE OF ALABAMA
COUNTY OF Escambia

BE IT REMEMBERED that on the 29 day of January, 1999, personally appeared before me, a notary public, **TOMMY MIXON BOOTHE**, **ASHLEY MIXON BOOTHE**, and **ANN M. BOOTHE**, the incorporators signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation is the free act and

deed of the incorporators and that the facts therein set are truly set forth and that they desire to associate themselves 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.



Notary Public
My Commission Expires November 25, 2002

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

First, that **BOOTHE AUTOMOTIVE GROUP, 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 **CHARLES A. COSTIN**, 413 Williams Avenue, Post Office Box 98, Port St. Joe, Florida 32456, 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.


CHARLES A. COSTIN
Registered Agent
117 South Main Street
Post Office Box 310
Blountstown, Florida 32424

FILED
99 FEB 10 AM 10:48
TALLAHASSEE, FLORIDA