

**JERRY W. ALLENDER**

ATTORNEY AT LAW  
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TITUSVILLE, FLORIDA 32781-2566

NORTH BREVARD OFFICE

118 COUNTRY CLUB DRIVE  
TITUSVILLE, FLORIDA 32780

407/269-1511

CENTRAL BREVARD OFFICE

1485 N. ATLANTIC AVENUE  
COCOA BEACH, FLORIDA 32931

407/784-5238

February 11, 1999

**P 99000014743**

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

**700002774917--8**  
-02/15/99--01034--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

REF: STEWART MOTORS, INC.

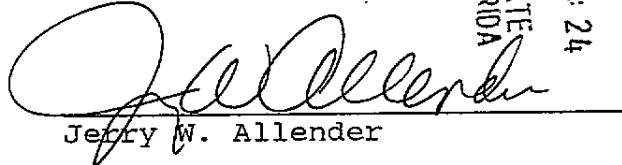
Gentlemen:

I enclose Articles of Incorporation and Certificate Designating Place of Business or Domicile for Service of Process Within this State, Naming Agent Upon Whom Process may be Served on the above named corporation. Also enclosed is my check to cover the following costs:

Filing Fee	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Articles and Certificate of Status	<u>17.50</u>
<b>TOTAL</b>	<b>\$87.50</b>

Please return the certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

  
Jerry W. Allender

JWA:jg  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
STEWART MOTORS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is: **STEWART MOTORS, INC.**

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To buy and sell, manufacture and distribute, lease and otherwise deal in, at wholesale and retail, new and used automobiles, vehicles, trucks, tractors, trailers, machinery, implements, equipment, accessories, and auto parts, and to render services in connection with the same.

(b) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out of any or all of the purposes.

(c) To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida;

To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or

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other instruments to secure payment of corporate indebtedness as required.

The foregoing paragraphs shall be construed as enumeration both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.  
CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time is 1000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV.  
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.  
TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE VI.  
ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this corporation is 3764 S. Hopkins Avenue, Titusville, Florida 32780 and the mailing address is the same.

ARTICLE VII.  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3764 S. Hopkins Avenue, Titusville, Florida 32780 and the initial registered agent of this corporation at that address is James H. Stewart.

ARTICLE VIII.  
DIRECTORS

This corporation shall have at least one (1) and no more than four (4) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX.  
INITIAL DIRECTORS

The name and post office address of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
James H. Stewart	3764 S. Hopkins Avenue Titusville, FL 32780

ARTICLE X.  
SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

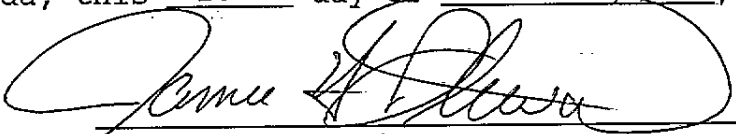
Name	Address	Shares
James H. Stewart	3764 S. Hopkins Avenue Titusville, FL 32780	100

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI.

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Titusville, Florida, this 10 day of February, 1999.

  
James H. Stewart

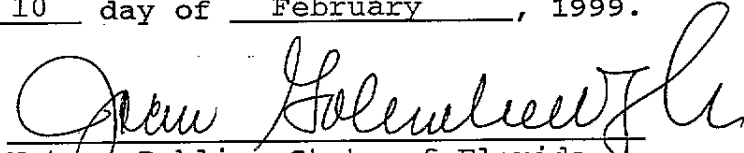
STATE OF FLORIDA )

COUNTY OF BREVARD )

BEFORE ME, the undersigned authority, personally appeared James H. Stewart to me well known and known to me to be the person

described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me under oath that he signed the same freely and voluntarily for the uses and purposes therein expressed, and who produced a driver's license as identification.

WITNESS my hand and official seal at Titusville, Brevard County, Florida, this 10 day of February, 1999.

  
Notary Public, State of Florida

My Commission Expires:



Joan Golembiewski  
MY COMMISSION # CC756915 EXPIRES  
July 31, 2002  
BONDED THRU TROY FAIN INSURANCE, INC

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

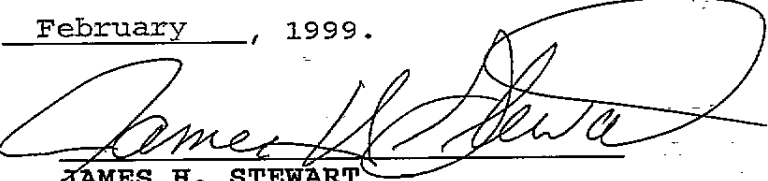
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That STEWART MOTORS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3764 S. Hopkins Avenue, County of Brevard, State of Florida has named JAMES H. STEWART, 3764 S. Hopkins Avenue, Titusville, Florida 32780, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, and place designated in the 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.

SIGNED this 10 day of February, 1999.

  
JAMES H. STEWART  
Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA