

P99000016544

LAW OFFICES OF
MASSEY & PUTNAM

M. CRAIG MASSEY (1927-1998)
ABEL A. PUTNAM

500 SOUTH FLORIDA AVENUE, SUITE 200
LAKELAND, FLORIDA 33801
TELEPHONE: (941) 682-1178
FACSIMILE: (941) 683-3700

MAILING ADDRESS:
P.O. Box 3545
LAKELAND, FL 33802-3545

February 3, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002768021--3
-02/08/99--01125--001
****131.25 *****87.50

Re: *J & S Auto Center, Inc. of Lakeland, Inc.*

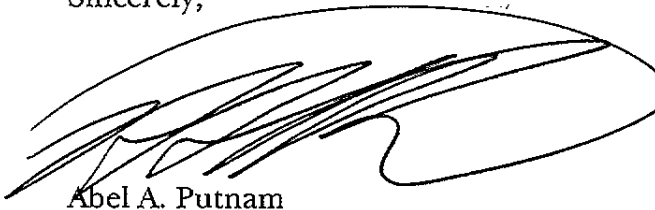
Dear Sir/Madam:

Enclosed herewith for filing please find the original and a copy of the Articles of Incorporation with the Certificate Designating Registered Agent attached. A check in the amount of \$131.25 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to my office.

Thank you for your attention and consideration.

Sincerely,



Abel A. Putnam

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~099-5358~~
AAP/ly

Enclosures

Dmc
2-10-99

~~2574~~



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 10, 1999

ABEL A. PUTNAM, ESQUIRE
500 SOUTH FLORIDA AVENUE
SUITE 200
LAKELAND, FL 33801

SUBJECT: J & S AUTO CENTER, INC.
Ref. Number: W99000003350

We have received your document for J & S AUTO CENTER, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 399A00005963

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

OF

J & S AUTO CENTER OF LAKELAND, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of the corporation is **J & S AUTO CENTER OF LAKELAND, INC.**

ARTICLE II

Principal Office and Mailing Address of the Corporation

The address of the principal office of the corporation is 3112 S. Florida Avenue, Lakeland, Florida 33803, and its mailing address is 3112 S. Florida Avenue, Lakeland, Florida 33803.

ARTICLE III

Commencement and Duration

The corporation is to commence its corporate existence effective upon the filing hereof, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV

Purpose

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

ARTICLE V

Stock

The corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock, which shares shall be a single class.

ARTICLE VI

Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII

Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders has qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Francis Thomas Baker, Jr.	3112 S. Florida Avenue, Lakeland, FL 33803

ARTICLE VIII
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI
Incorporator


The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Abel A. Putnam	500 S. Florida Ave., Ste 200, Lakeland, Florida 33801

ARTICLE XII
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 500 S. Florida Avenue, Suite 200, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is Abel A. Putnam.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 16th day of February, 1999.

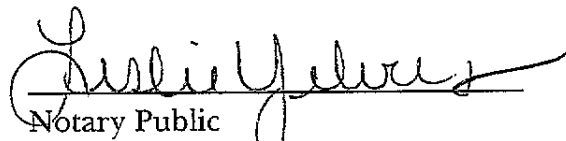
 (SEAL)
Abel A. Putnam, Incorporator

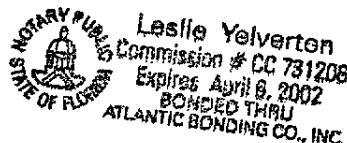
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Abel A. Putnam, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal this 16th day of February, 1999, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at Large



To: The Department of State
Tallahassee, Florida 32304

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

J & S AUTO CENTER OF LAKE LAND, INC., with its place of business at 3112 S. Florida Avenue, Lakeland, Florida 33803, has named Abel A. Putnam, located at 500 S. Florida Ave., Suite 200, as its agent to accept service of process within Florida.

Dated: February 16th, 1999.



Abel A. Putnam, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: February 16th, 1999.



Abel A. Putnam
Registered Agent