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WATKINS, HEVIER, & GAIDRY

Attorneys at Law

J. Ben Watkins
Jan J. Hevier
Douglas W. Gaidry

41 Commerce Street
Apalachicola, Florida 32320
Telephone: (850) 653-2121
Facsimile: (850) 653-9190

February 16, 1999

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*****70.00 *****70.00

Secretary of State
Corporate Division
The Capital
Tallahassee, FL 32301

Re: R. D. AUTO SALES, INC.

Good Morning:

Enclosed find the original and one copy of the Articles of Incorporation of **R. D. AUTO SALES, INC.**, along with our check in the amount of \$70.00 to cover the cost of filing fee, certified copy and registered agent designation.

Please return the certified copy to me.

Sincerely,

WATKINS, HEVIER & GAIDRY

Jan J. Hevier

JJH/dy

cc: File

Enclosure

99 FEB 19 AM 8:06

R. Purinton FEB 22 1999

ARTICLES OF INCORPORATION

OF

R. D. AUTO SALES, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I NAME

The name of this corporation is R. D. AUTO SALES, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have

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CLERK OF STATE
DIVISION OF CORPORATIONS
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outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 200.00.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI ADDRESS

The initial post office address of this corporation in the State of Florida is:

104 Highway 98
Eastpoint, Florida 32328

The address of the office and principal place of business of the corporation is:

104 Highway 98
Eastpoint, Florida 32328

ARTICLE VII DIRECTORS

This corporation shall have not less than two Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than two.

ARTICLE VIII INITIAL DIRECTORS AND OFFICERS

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

NAME/TITLE	ADDRESS
Jack Taylor, President	327 Gander Street St. George Island, Florida 32328
Robert L. Daniels, Secretary/Treasurer	104 Highway 98 Eastpoint, Florida 32328

ARTICLE IX SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT PAID
Jack Taylor	327 Gander Street St. George Island, Florida 32328	100	\$100.00
Robert L. Daniels	104 Highway 98 Eastpoint, Florida 32328	100	\$100.00

**ARTICLE X
RESIDENT AGENT**

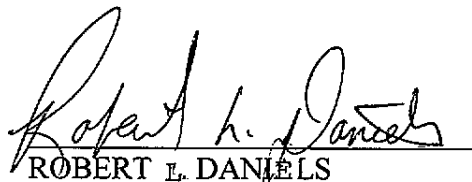
The Resident Agent is: Jan J. Hevier

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of February, 1999.


JACK TAYLOR


ROBERT L. DANIELS

STATE OF FLORIDA

COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me, by JACK TAYLOR, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 16TH day of February, 1999.

NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE
My Commission Expires:



Jan J. Hevier
MY COMMISSION # CC500975 EXPIRES
October 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me, by ROBERT L. DANIELS, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 16TH day of February, 1999.

NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE
My Commission Expires:



Jan J. Hevier
MY COMMISSION # CC500975 EXPIRES
October 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for R. D. AUTO SALES, INC., at registered office located at 41 Commerce Street, Apalachicola, Florida, I hereby accept such designation and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

JAN J. HEVIER, Registered Agent

FILED
SECRETARY OF STATE
99 FEB 19 AM 8:00
TALLAHASSEE, FLORIDA