

PAUL J. GUILFOIL, P.A.

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March 1, 1999

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

RE: DAWSON AUTOMOTIVE WHOLESALE, INC.
Our File No. 99-5034

FILED
99 MAR -3 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the fees for filing and registered agent designation.

Thank you for your prompt attention to this matter.

Sincerely,

PAUL J. GUILFOIL, P.A.

By: 

Paul J. Guilfoil

/n
Enclosures

pc: Mr. Lonny R. Dawson

F. CHESSEN

MAR 8 1999

FILED
99 MAR -3 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DAWSON AUTOMOTIVE WHOLESALE, INC.**

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

ARTICLE I

Name

The name of this Corporation shall be DAWSON AUTOMOTIVE WHOLESALE, INC.

ARTICLE II

Nature of Business

This Corporation may engage or transact in any activity or business permitted under the laws of the United States of America, of the State of Florida, or any other state, county, territory, or nation.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be Thirty-Five Hundred (3,500) shares having no par value common per share. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE IV

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE V

Beginning of Corporate Existence

The effective date of this Corporation shall be the date these Articles of Incorporation are received and filed of record with the Secretary of State.

ARTICLE VI

Principal Office

The initial street address in this state of the principal office of this Corporation shall be located at 620 S.W. 13th Street, Ocala, Florida 34479. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

Board of Directors

This Corporation shall have not less than one (1) Director, initially. The number of Directors may be increased or decreased from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1) Director.

ARTICLE VIII

Initial Directors

The name and street address of the members of the first Board of Directors are:

LONNY RAY DAWSON, 620 S.W. 13th Street, Ocala, Florida 34479

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation are: LONNY RAY DAWSON, 620 S.W. 13th Street, Ocala, Florida 34479.

ARTICLE X

Officers

The names and addresses of the Officers of this Corporation are:

LONNY RAY DAWSON, 620 S.W. 13th Street, Ocala, Florida 34479

ARTICLE XI

Amendment

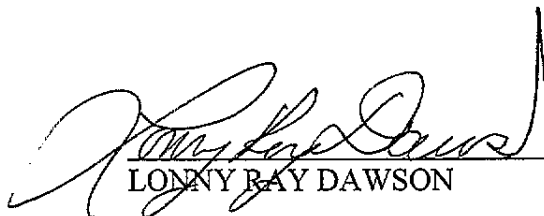
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all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

ARTICLE XII

Registered Agent and Registered Office

The name and address of the Registered Agent and the Registered Office to accept service of process within the State of Florida are: LONNY RAY DAWSON, 620 S.W. 13th Street, Ocala, Florida 34479.

IN WITNESS WHEREOF, I, LONNY RAY DAWSON, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated this 1st day of March, 1999.


LONNY RAY DAWSON

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared LONNY RAY DAWSON, to me well known to be the person described in or who produced Florida Driver's License No. 0250-536-59-361-0 as identification, and who signed the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 1st day of March, 1999.

Nancy K. Haldin
Nancy K. Haldin
NOTARY PUBLIC
State of Florida at Large
My Commission Expires



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That DAWSON AUTOMOTIVE WHOLESALE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Ocala, County of Marion, State of Florida, has named LONNY RAY DAWSON, located at 620 S.W. 13th Street, Ocala, Florida 34479, County of Marion, State of Florida, 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 the 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.

Dated: _____

March 1, 1999



LONNY RAY DAWSON

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99 MAR -3 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA