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<sup>3rd</sup>  
March 7, 1999

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32304  
Attn: Division of Corporations

200002796672--8  
-03/05/99--01115--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SPENCER AUTO SALES, INC.


Gentlemen:

Enclosed please find Articles of Incorporation for the above corporation and our Trust account check in the amount of \$70.00 for the filing fee.

Please file the articles and return the enclosed photocopy with the date of filing stamped thereon in the provided self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me at 1-888-233-8844, ext. 14, or via e-mail at dedra@olsenonlaw.com. Thank you for your assistance with this matter.

Very truly yours,

  
Dedra L. Curtis  
Paralegal

DLC/ms  
Enclosures

FILED  
99 MAR -5 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T.A. - 3/10/99

**ARTICLES OF INCORPORATION  
OF  
SPENCER AUTO SALES, INC.**

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**FILED**  
99 MAR -5 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation is **SPENCER AUTO SALES, INC.**

**ARTICLE II  
EFFECTIVE DATE**

The date of the commencement of the corporate existence shall be the date of the filing of these Articles with the Secretary of State.

**ARTICLE III  
ADDRESS**

The address for the principal office of the corporation is 6512 North Orange Blossom Trail, Orlando, Florida 32810.

**ARTICLE IV  
PURPOSE**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE V  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

## **ARTICLE VI**

### **PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE VII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation is DAVID J. MAPLES, whose address is 6512 North Orange Blossom Trail, Orlando, Florida 32810.

## **ARTICLE VIII**

### **INCORPORATORS**

The names and addresses of the persons signing these articles are:

NAME:

ADDRESS:

DAVID J. MAPLES  
BETTY L. SPENCER

6512 North Orange Blossom Trail, Orlando, Florida 32810  
6512 North Orange Blossom Trail, Orlando, Florida 32810

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of 2 directors. The names and addresses of the initial directors of this corporation are:

| NAME:            | ADDRESS:  |
|------------------|---|
| DAVID J. MAPLES  | 6512 North Orange Blossom Trail, Orlando, Florida 32810 |
| BETTY L. SPENCER | 6512 North Orange Blossom Trail, Orlando, Florida 32810 |

**ARTICLE X**  
**LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE XI**  
**SPECIAL PROVISIONS**


The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.


ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of March, 1999.

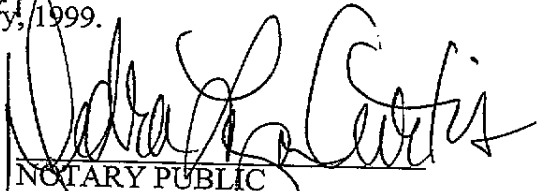
  
DAVID J. MAPLES

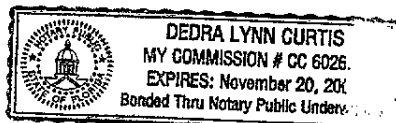
  
BETTY L. SPENCER

STATE OF FLORIDA,  
COUNTY OF ORANGE,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID J. MAPLES and BETTY L. SPENCER, who are personally known to me or who have produced a driver's license as identification and who are known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 3rd day of March, 1999.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE  
AND 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 **SPENCER AUTO SALES, INC.**, desiring to incorporate under the laws of the State of Florida, with its principal office located at 6512 North Orange Blossom Trail, Orlando, Florida 32810, County of Orange, State of Florida, has named **DAVID J. MAPLES**, whose address is 6512 North Orange Blossom Trail, Orlando, Florida 32810, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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 said office open.

  
\_\_\_\_\_  
DAVID J. MAPLES

**FILED**  
99 MAR -5 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA