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FISHBACK, DOMINICK, BENNETT, STEPTER,
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170 EAST WASHINGTON STREET
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G. BEN FISHBACK (1893-1983)

MARK F. AHLERS
A. KURT ARDAMAN
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TELEPHONE (407) 425-2786
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March 12, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

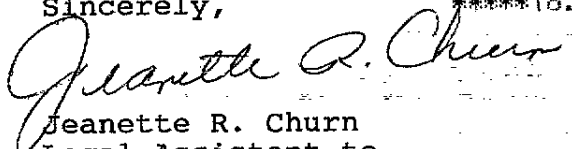
RE: RJC Motors, Inc.
Our File No: R322-16017

Enclosed please find the Articles of Incorporation to be filed for RJC Motors, Inc.. Also enclosed is our check in the amount of \$78.75 as your filing fee, and a self-addressed, stamped envelope for your convenience with providing us with a certified copy after filing.

Thank you.

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-03/16/99--01058--019
*****78.75 *****78.75

Sincerely,



Jeanette R. Churn
Legal Assistant to
CHARLES R. STEPTER, JR.

jrc
Enclosures

U:\Jrc\RJC Motors\3-12-99LtSecOfStateWArticles.wpd

FILED
99 MAR 16 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 23 1999

ARTICLES OF INCORPORATION

OF

RJC MOTORS, INC.

FILED
99 MAR 16 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is RJC MOTORS, INC..

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 709 Kelly's Cove, Ocoee Florida 34761.

The initial mailing address of this Corporation is 709 Kelly's Cove, Ocoee, Florida 34761.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is ROBERT F. CHURN, and the address of this initial Registered Agent is 709 Kelly's Cove, Ocoee, Florida 34761.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The name and address of the initial director of this Corporation is:

ROBERT F. CHURN
709 Kelly's Cove
Ocoee, Florida 34761

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Robert F. Churn
709 Kelly's Cove
Ocoee, Florida 34761

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

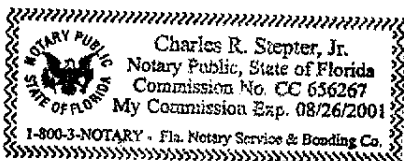
All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of, the shareholders of this Corporation.

DATED: March 12, 1999.

Robert F. Churn
ROBERT F. CHURN, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of March, 1999, by ROBERT F. CHURN, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.



[Handwritten Signature]
(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

[Other Incorporators Acknowledgments]

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

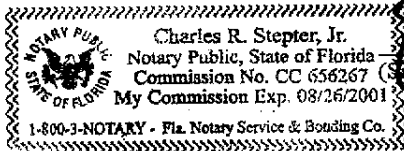
I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of RJC MOTORS, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Robert F. Churn

ROBERT F. CHURN
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of March, 1999, by ROBERT F. CHURN, described as the REGISTERED AGENT for RJC MOTORS, INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.



Charles R. Stepter, Jr.

(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known OR Produced Identification

Type of Identification Produced _____

FILED
99 MAR 16 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA