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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 25 PM 3:09

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***78.75

RE: Articles of Incorporation
Blue And White Motors, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the above named, proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following

Filing Fees	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	<u>\$35.00</u>

TOTAL: \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your cooperation and anticipated prompt attention to this matter.

Very truly yours,

Rosemary Ballweg
2407 Fowler Street
Fort Myers, FL. 33901

Enclosures

D. BROWN MAR 30 1999

ARTICLES OF INCORPORATION

OF

Blue and White Motors, Inc.

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

Blue and White Motors, Inc.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

2407 Fowler Street

Fort Myers, FL. 33901

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

- A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- B. To engage in any activity necessary or related to the Used Car Sales Business

IV.

CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at no par value per share.

V.

DURATION

The corporation shall have perpetual existence.

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VI.

INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida shall be:

Rosemary Ballweg

2407 Fowler St.

Fort Myers, FL. 33901

VII.

INCORPORATOR

The name and address of the Incorporators are:

Rosemary Ballweg

2407 Fowler Street

Fort Myers, FL. 33901

VIII.

BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholders. However, the corporation shall have no less than one (1) director at any time. The name and address of the initial director of this corporation is:

Rosemary Ballweg

2407 Fowler Street

Fort Myers, FL. 33901

IX.

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 of 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.

X.

INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

INDEMNIFICATION

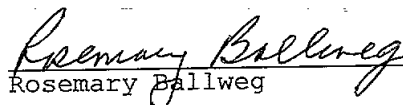
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 5th day of March, 1999.


Rosemary Ballweg

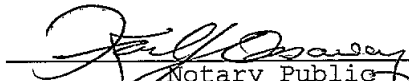
Incorporator

STATE OF FLORIDA

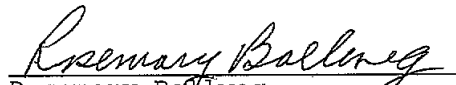
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Rosemary Ballweg, who is to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

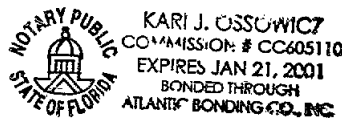
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County, Florida in said county and state this 5th day of March, 1999.


Notary Public
Karl J. Ossowicz

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Rosemary Ballweg

Incorporator / Registered Agent



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