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DOUGLAS C. HIGGINBOTHAM

ATTORNEY AT LAW
337 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202
(904) 354-6604 • (904) 353-5877 FAX

Corporate Records Division
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32301

800002825088--6
-03/31/99-01044-011
122.50 **78.75

Re: HIGGINBOTHAM MOTORS, INC.
Articles of Incorporation

Gentlemen:

We enclose herewith original and one executed copy of Articles of Incorporation for HIGGINBOTHAM MOTORS, INC., together with check in the amount of \$122.50 to cover the various fees.

Please return one certified copy of the Articles to the undersigned.

Thank you for your cooperation and assistance in the above.

Cordially,

D C Higginbotham

D. C. HIGGINBOTHAM

DCH:kfe
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 12:33

R. Purinton APR - 5 1999

ARTICLES OF INCORPORATION
OF

HIGGINBOTHAM MOTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 31 PM 12:33

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **NAME:** The name of this corporation and its principal office are:

HIGGINBOTHAM MOTORS, INC.
10263 US 1 NORTH
JACKSONVILLE, FL 32219

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 500 shares, all of one class, at \$1 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follow:

SYLVIA HIGGINBOTHAM - 3940 TOWNSEND BLVD.,
JACKSONVILLE, FL 32277

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addressee of the initial directors of this corporation are:

NAME:

ADDRESS:

Hugh Rodney Higginbotham	3940 Townsend Blvd., Jax., FL 32277
Sylvia Higginbotham	3940 Townsend Blvd., Jax., FL 32277

7. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

NAME:


ADDRESS:

Hugh Rodney Higginbotham

3940 Townsend Blvd., Jax., FL 32277

8. AMENDMENT OF ARTICLES: 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.

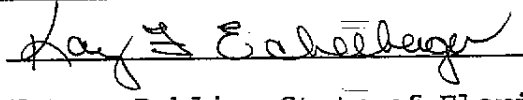
IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation this 29th day of March, 1999.


Incorporator - Hugh Rodney Higginbotham

STATE OF FLORIDA

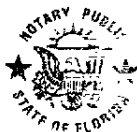
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared HUGH RODNEY HIGGINBOTHAM to me known to be the person described as the Incorporator who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 29th day of March, 1999.


Notary Public, State of Florida

My Commission Expires:

(Notary Seal)



KAY F ECHELBERGER
My Commission CC486111
Expires Sep. 1999
Bonded by ARS
800-852-5878

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my

duties.

Dated: March 29, 1999



SYLVIA HIGGINBOTHAM

Registered Agent

STATE OF FLORIDA

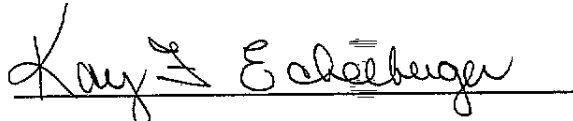
COUNTY OF DUVAL

BEFORE ME personally appeared SYLVIA HIGGINBOTHAM to me well known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of March, 1999.



KAY F ECHELBERGER
My Commission: CC486111
Expires Sep 1999
Bonded by AFM
800-852-5878



Notary Public, State of Florida

My Commission Expires:

(Notary Seal)

FILED
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