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Bagdes & Bagdes

Attorneys at Law

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

June 18, 1999

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Mr. C's Used Cars, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and
Acceptance of Registered Agent, and return certified
copies of each. A check for \$122.50 is enclosed to
cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

FILED
99 JUN 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/21/99-01096-012
***122.50 ***78.75

Enclosures

FILED
99 JUN 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MR. C'S USED CARS, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is MR. C'S USED CARS, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to sell automobiles for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 506 Orange Avenue, Daytona Beach, Florida 32114. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 506 Orange Avenue, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is Glen E. Copello, Sr.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of one member, Glen E. Copello, Sr., 1421 Royal Grove Lane, Port Orange, Florida 32119.

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Glen E. Copello, Sr., 1421 Royal Grove Lane, Port Orange, Florida 32119.

ARTICLE TEN
OFFICERS

The sole officer of the corporation shall be Glen E. Copello, Sr., 1421 Royal Grove Lane, Port Orange, Florida 32119, who shall serve as President/Treasurer.

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 18th day of June, 1999.


Glen E. Copello, Sr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 18th day of June, 1999, before me, the undersigned authority, appeared Glen E. Copello, Sr., who is personally known to me or who has produced FL Driver's license as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature



Mary-ellen Bagdes
MY COMMISSION # CC787805 EXPIRES
November 29, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
99 JUN 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

MR. C'S USED CARS, INC., a corporation organizing under the
laws of the State of Florida, with its principal office at 506
Orange Avenue, in the City of Daytona Beach, County of Volusia, in
the State of Florida, has named Glen E. Copello, Sr., who is
located at 506 Orange Avenue, Daytona Beach, Florida, as its
registered agent to accept service of process within the State.

DIRECTOR:

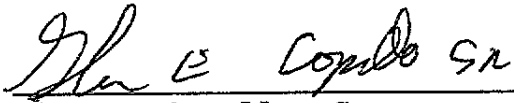
Glen E. Copello, Sr.

ADDRESS:

1421 Royal Grove Lane
Port Orange, FL 32119

ACCEPTANCE:

I agree as resident agent to accept service of process; to
keep office open during prescribed hours; to post my name (and the
names of any other officers of said corporation authorized to
accept service of process at the above Florida designated address)
in some conspicuous place as required by law.


Glen E. Copello, Sr.