

Law Office of Ray Mattox

170 East Central Avenue

P.O. Box 917

Winter Haven, Florida 33882-0917

(941) 299-2068

P99000064787

Mattox & Hood
310 East Bradford Road
Tallahassee, FL 32303

July 19, 1999

Attn: DONNA HANUS
Re: TEAM AUTO SALES, INC.

200002938082--9
-07/22/99--01001--014
*****78.75 *****78.75

Dear Donna:

Per our conversation this date, please find enclosed the following:

1. Corporate Charter, Team Auto Sales, Inc., with copy.
2. Check for \$78.75 payable to Secretary of State.

Please return copy of Charter with registration letter at your earliest convenience.

Thank you.

Sincerely,

Ray Mattox
RAY MATTOX, ATTORNEY-AT-LAW

RM:mr

enclosure

FILED
99 JUL 21 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/21/99
[Signature]

FILED
99 JUL 21 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **TEAM AUTO SALES, INC.**

ARTICLE II

The general nature of the businesses to be transacted, which the corporation is empowered to transact, as authorized by the Laws of the State of Florida, shall be as follows:

SECTION 1: To engage in the buying, selling, and distribution of vehicles of every type, make and model, both on a wholesale and retail basis to businesses, organizations, and individuals, and to engage in all other matters and transactions relating to the automotive industry and business, and all things incidental thereto.

SECTION 2: To buy, own, hold, rent, purchase, or otherwise lawfully acquire, and to sell, mortgage, pledge, hypothecate, lease (as lessee or lessor), or in any manner whatsoever dispose of, and to invest, trade, or deal in, personal property and real property of every kind, description and all interests therein.

SECTION 3: To acquire, hold, lease (as lessee or lessor), manage, operate, develop, control, build, erect, maintain, either direct or through ownership of stock in any corporation, any lands, buildings, houses, offices, business blocks, stores, warehouses,

mills, shops, plants, factories, lofts, dehydrators, dryers, or other structures, machinery rights, easements, permits, privileges, franchises, licenses, and all appurtenances thereto of every kind and description, and all other things which may at any time be necessary or convenient for the purposes of the corporation, and to sell, dispose of, lease, convey, mortgage, or otherwise encumber said property or any part thereof.

SECTION 4: To purchase, apply for, hold, assign, lease (as lessee or lessor), or otherwise acquire, and to sell, transfer, pledge, or otherwise dispose of, mortgage, or otherwise encumber, franchises, easements, rights, privileges, formulas, licenses, trademarks, trade names, patents, patent rights, copyrights, inventions, improvements, processes, and pending applications therefor, such as may relate to and be used or useful in connection with any business conducted by the corporation.

SECTION 5: To borrow money and to issue bonds, debentures, trade acceptances, notes, or other evidence of indebtedness or obligations, from time to time, for any lawful corporate purpose, and to secure the same by mortgage, pledge, warehouse receipts, deeds of trust, or otherwise to charge any and all of the properties, rights, privileges, and franchises, to secure the payment thereof, to enter into, make, perform, or carry out contracts of every kind and description for any lawful corporate purpose without limit as to amount, with any person, firm, association, or corporation, to make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, and other negotiable and transferable instruments.

SECTION 6: To advance money and to give credit or lend the credit of this corporation to any person or persons, firm or firms, association or associations, corporation or corporations, and to acquire by purchase, subscription, or otherwise, and to

hold, sell, assign, transfer, exchange, pledge, or otherwise dispose of any share of the capital stock or bonds or other securities or evidence of indebtedness issued by this corporation or by any corporation, firm or association organized under the laws of the State of Florida, or any state, territory, district, or of any foreign country.

SECTION 7: To acquire the good will, assets, rights, and property, and to assume the whole or any part of the liability of any person, firm, association, or corporation, and to pay for the same in cash, stocks, or bonds of this corporation, or otherwise.

SECTION 8: To engage generally in any business which the stockholders may deem proper in furtherance of any of the objects herein above mentioned, to all intents and purposes, and to the same extent and in the same manner and to the same effect as in the case of an individual.

SECTION 9: To do each and every act necessary or proper for the accomplishment of any of the above or hereinafter mentioned or enumerated purposes of this corporation, as fully as a natural person might or could do as a principal or agent, by contract or otherwise, both within and without the State of Florida.

SECTION 10: To establish, maintain, and conduct branch offices and agencies wherever necessary or convenient throughout the world for the purpose of transacting the business of this corporation; to employ, hire, contract with, and engage any and all persons to assist in the operation and maintenance of said corporation and its properties; to act as agent for any person, partnership, firm, association, or corporation, for transacting any business authorized by the Article, for or incidental to the purposes set forth in the foregoing subdivisions of this Article.

SECTION 11: This corporation from time to time may do any one or more of the acts and things, or carry out any one or more of the purposes herein set forth, and transact business in the State of Florida, in other states, in the District of Columbia, in the districts, dependencies, and colonies of the United States of America, and in foreign countries.

SECTION 12: The foregoing enumeration of specific powers shall not be held to limit or restrict the powers of the corporation, but each of the purposes, objects, and powers so enumerated shall be regarded as independent and separate.

ARTICLE III

The total authorized capital of this corporation shall be 100 shares, at no-par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be \$500.00.

ARTICLE V

The address of the principle office of the corporation shall be 170 East Central Avenue, Winter Haven, Florida 33880, but the corporation shall have the power to establish branch offices within and out of the State of Florida as may be determined and deemed expedient by the stockholders.

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The name and street address of the subscribers of the Articles of Incorporation,

the numbers of shares of stock they agree to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
TERRY L. ERNST	412 BROWARD TERRACE WINTER HAVEN, FL. 33884	50
MARLA J. ERNST	412 BROWARD TERRACE WINTER HAVEN, FL. 33884	10
RAY MATTOX	170 EAST CENTRAL AVENUE WINTER HAVEN, FL. 33880	40

ARTICLE VIII

The name and address of each of the officers of the corporation to hold office until new officers shall be elected by the stockholders is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
TERRY L. ERNST	412 BROWARD TERRACE WINTER HAVEN, FL. 33884	PRESIDENT
MARLA J. ERNST	412 BROWARD TERRACE WINTER HAVEN, FL. 33884	VICE-PRESIDENT TREASURER
RAY MATTOX	170 EAST CENTRAL AVENUE WINTER HAVEN, FL. 33880	SECRETARY

ARTICLE IX

This corporation shall have three directors initially. The number of directors shall be increased or diminished from time to time, by the By-Laws adopted by the stockholders, but shall never be less than (3) three.

ARTICLE X

The name and address of the first members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
TERRY L. ERNST	412 BROWARD TERRACE WINTER HAVEN, FL. 33884

ERNST, MARLA J. ERNST and RAY MATTOX, who executed the foregoing
Articles of Incorporation and acknowledged to and before me that they signed the same
for the purposes therein stated.

WITNESS my hand and official seal in the County and State above written, this
15th day of July, 1999.


NOTARY PUBLIC
My Commission Expires:



MICHELLE S. RITTER
COMMISSION # CC628960
EXPIRES MAY 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.