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LAW OFFICE OF
CASSELS & McCALL

JOHN D. CASSELS, JR.
LAURA ANN McCALL

P. O. BOX 968 • 400 NW 2nd STREET • OKEECHOBEE, FL 34973 • TELEPHONE 941-763-3131 • FAX 941-763-1031 • E-MAIL mail@legal-one.com

August 26, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002975539--5
-09/01/99--01032--002
*****78.75 *****78.75

Re: PAYLESS AUTO SALES OF OKEECHOBEE, INC.

Dear Sir/Madam:

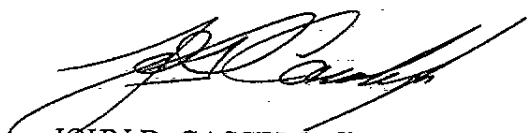
You will find enclosed herewith an *original* executed Articles of Incorporation for PAYLESS AUTO SALES OF OKEECHOBEE, INC. along with a copy of same. Also enclosed is our firms's check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating Registered Agent	\$35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


JOHN D. CASSELS, JR.

JDC/sl

Enclosures: As stated.

cc: Michael Armstrong without enclosures.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PAYLESS AUTO SALES OF OKEECHOBEE, INC.**

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

ARTICLE I. NAME

The name of this corporation shall be PAYLESS AUTO SALES OF OKEECHOBEE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) natural persons who are not non-resident aliens.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be: 711 North Parrott Avenue, Okeechobee, Florida 34972. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1), which number may be increased or decreased pursuant to the bylaws of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

ANGELA ARMSTRONG

7074 SW 9th Street
Okeechobee, FL 34974

ARTICLE VII. DIRECTORS REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. STOCKHOLDERS MEETINGS

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote the majority of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of a majority of the outstanding shares of the Corporation shall be considered the act of the stockholders.

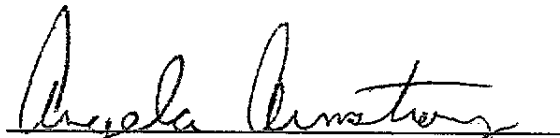
ARTICLE X. DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is: ANGELA ARMSTRONG of 7074 SW 9th Street, Okeechobee, Florida 34974.


ANGELA ARMSTRONG, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 26th day of August 1999, ANGELA ARMSTRONG designated above as the individual who shall serve as the Corporation's incorporator, (☒) who is personally known to me, or (☐) who has produced _____ as identification, personally appeared before me at the time of notarization, and , after being given the oath, acknowledged signing these Articles of Incorporation of PAYLESS AUTO SALES OF OKEECHOBEE, INC..

Jill R. Pitts
Signature of NOTARY PUBLIC

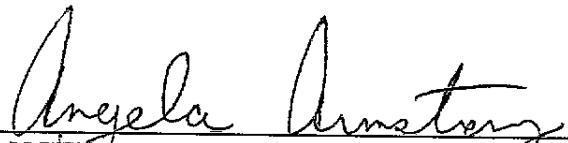
Jill R. Pitts
Printed Name of NOTARY PUBLIC
My commission expires:



Jill R. Pitts
MY COMMISSION # CCT32735 EXPIRES
April 12, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

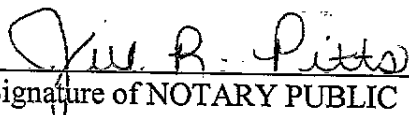
CONSENT OF REGISTERED AGENT TO ACCEPT SERVICE

I, ANGELA ARMSTRONG hereby agree to be the registered agent for **PAYLESS AUTO SALES OF OKEECHOBEE, INC.** and further hereby agree to accept any and all service of process for the said corporation addressed to the registered agent at 129 SW 13th Street, Okeechobee, Florida 34974. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties, responsibilities and obligations of my position as registered agent for PAYLESS AUTO SALES OF OKEECHOBEE, INC.


ANGELA ARMSTRONG, Registered Agent

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 26th day of August, 1999, ANGELA ARMSTRONG designated above as the individual who shall serve as the Corporation's initial registered agent, (☒) who is personally known to me, or (☐) who has produced _____ as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing this Consent of Registered Agent for PAYLESS AUTO SALES OF OKEECHOBEE, INC.


Signature of NOTARY PUBLIC

Jill R. Pitts
Printed name of NOTARY PUBLIC
My commission expires:



Jill R. Pitts
MY COMMISSION # CC732735 EXPIRES
April 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

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