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JOHN T. CHANDLER

Attorney at Law

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Telephone 561/464-3774 • FAX 561/464-8131

October 4, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

900003010048--0
10/08/99-01072-004
122.50 **78.75

Re: Mike's Used Cars, Inc.
~~Guidebeck's Used Cars, Inc.~~
~~M & J Used Cars, Inc.~~

Gentlemen:

I am enclosing herewith an original and a copy of three Articles of Incorporation for the above-named corporations. Please file the documents for such name as is available, utilizing the order set forth above. You may discard the documents for the names not used.

A check in the sum of \$122.50 is enclosed, which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00
<u>TOTAL</u>	<u>\$122.50</u>

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

JOHN T. CHANDLER

JTC/jw

Enclosures

99 OCT -8 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

10/12
Spoke with Lyn Chandler sent
articles for three names if first
name was not available try other
two which ever set of articles is
used disregard other two sets. SHT

SHT
10/13

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MIKE'S USED CARS, INC.

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. NAME. The name of the corporation is Mike's Used Cars, Inc.
2. TERM. The corporation shall exist perpetually. Corporate existence shall begin when these articles are filed with the Department of State.
3. PURPOSE. The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.
4. CAPITAL STOCK. This corporation is authorized to issue 100 shares of common stock of a par value of \$1.00 per share. The board of directors may dispose of the authorized but unissued stock from time to time, but every shareholder may purchase his prorata share, as near as can be done without the issuance of fractional shares, on the sale for cash of any previously unissued or new stock of this corporation at the same price at which it is offered to others.
5. REGISTERED AGENT. The initial registered agent for this corporation is Michael A. Guidebeck, and the initial registered office is located at 2903 Orange Avenue, Fort Pierce, FL 34947.
6. CORPORATE ADDRESS. The corporation's initial principal office is located at 2903 Orange Avenue, Fort Pierce, FL 34947, and the mailing address is P.O. Box 2394, Fort Pierce, FL 34954.
7. DIRECTORS. This corporation shall have three director initially. The number of directors shall be fixed by the bylaws.
8. INITIAL DIRECTORS. The name and address of the first board of directors, who shall hold office until the first annual meeting of shareholders, is:

Michael A. Guidebeck
P.O. Box 2394
Fort Pierce, FL 34954

Judy S. Guidebeck
P.O. Box 2394
Fort Pierce, FL 34954

and

David M. Guidebeck
P.O. Box 2394
Fort Pierce, FL 34954.

9. INCORPORATOR. The name and address of the incorporator is Michael A. Guidebeck, P.O. Box 2394, Fort Pierce, FL 34954.

10. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

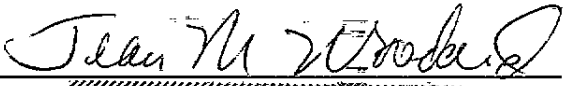
Dated this 4 day of October, 1999.


MICHAEL A. GUIDEBECK

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL A. GUIDEBECK, who was identified by Florida Driver License, who executed the foregoing instrument and who acknowledged before me that he executed the same.

WITNESSETH my hand and official seal in the County and State last aforesaid this 4 day of October, 1999.


NOTARY PUBLIC Jean M. Woodard
Notary Public, State of Florida
Commission No. CC 541651
My Commission Expires 3/20/00
Bonded Through Fla. Notary Service & Bonding Co.

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



MICHAEL A. GUIDEBECK

FILED
99 OCT -8 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA