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ATTORNEY AT LAW

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39 OCT 25 AM 10:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1999

Florida Department of State
Division of Corporations
P. O. Box 6727
Tallahassee, Florida 32314

000003008460--2
-10/07/99--01049--006
*****78.75 *****78.75

RE: The J S Corporation, Inc.

Dear Sir:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation for the above referenced entity, together with the original Certificate of Resident Agent for filing with your agency. I am enclosing my firm's check in the amount of \$78.75 to cover the costs of filing (\$70.00) and the costs of a certified copy (\$8.75).

Please return the certified copy of the Articles of Incorporation to my attention.

Thank you for your attention to this request.

Sincerely,

Robert D. Sumner

Robert D. Sumner

RDS:dlm
enclosures

W 99-23465
enclosed with return

R. CHESSEBROUGH

OCT 26 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 1999

ROBERT D SUMNER ESQUIRE
P O DRAWER 1047
DADE CITY, FL 33526-1047

SUBJECT: THE J S CORPORATION, INC.
Ref. Number: W99000023465

We have received your document for THE J S CORPORATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 699A00049258

ARTICLES OF INCORPORATION
OF
OPPORTUNITY ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation shall be OPPORTUNITY ENTERPRISES, INC. The mailing address and the principal office address of the corporation is 19010 Chemille Drive, Lutz, Hillsborough County, Florida 33549.

ARTICLE II - Duration

The corporation is to have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar and 00/100 Dollars (\$1.00) par value common stock. The whole or any part of the capital stock of this corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at

such valuation as shall be fixed by the Directors.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation are JAMES SCOTT SUMNER, 19010 Chemille Drive, Lutz, Florida 33549.

ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

<u>Name and Address</u>	<u>Office</u>
JAMES SCOTT SUMNER 19010 Chemille Drive Lutz, Florida 33549	President, Secretary/Treasurer and Director

ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles of Incorporation are:

JAMES SCOTT SUMNER
19010 Chemille Drive
Lutz, Florida 33549

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued initially as follows:

<u>Name and Address</u>	<u>Number of Shares</u>
JAMES SCOTT SUMNER 19010 Chemille Drive Lutz, Florida 33549	1,000

ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and may further be restricted by an stockholders' agreement that may exist between the individual shareholders of the corporation.

ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or

any former officer or director, to the full extent permitted by law.

ARTICLE XIV - Amendment

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 subject to this reservation.

ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firms, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation. this 19th day of October, 1999.

Signed, Sealed and Delivered
in the Presence of:

Diana L. Martin

Shana B. Sumner

James Scott Sumner
JAMES SCOTT SUMNER

STATE OF FLORIDA
COUNTY OF PASCO

This day personally appeared before me, an officer duly qualified to take acknowledgments, **JAMES SCOTT SUMNER**, who executed the foregoing instrument and acknowledged before me that he executed the same. Said person is personally known to me, or provided _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of October, 1999.

Diana L. Martin

Signature of Notary Public



Printed or Typed Name of Notary
NOTARY PUBLIC - STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That OPPORTUNITY ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lutz, County of Hillsborough, State of Florida, has named JAMES SCOTT SUMNER, located at 19010 Chemille Drive, Lutz, Florida 33549, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

James Scott Sumner
JAMES SCOTT SUMNER
October 19, 1999
(Date)

99 OCT 25 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED