

P01000027463

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

*Firm Established 1924*

MAIN OFFICE:

2121 WEST FIRST STREET  
FORT MYERS, FLORIDA 33901  
(941) 334-1141 PHONE  
(941) 334-3965 FAX

PLEASE REPLY TO:

POST OFFICE DRAWER 400  
FORT MYERS, FL 33902

SOUTH LEE COUNTY OFFICE:

16521 SAN CARLOS BLVD. #104-D  
FORT MYERS, FLORIDA 33908  
(941) 489-1277 PHONE

ELECTRONIC MAIL:

brett@sbslaw.com  
stewart@sbslaw.com  
bersch@sbslaw.com  
kinsey@sbslaw.com

JOHN K. WOOLSLAIR (1908-1968)  
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT  
JOHN F. STEWART +  
CRAIG R. HERSCH \*\*  
D. HUGH KINSEY, JR.  
OF COUNSEL  
JOHN W. SHEPPARD \*

\* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES  
• CERTIFIED PUBLIC ACCOUNTANT (FL)  
+ ALSO ADMITTED IN IOWA

March 12, 2001

Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

300003850623--1  
-03/13/01--01085--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: DIAMOND AUTO AND TRUCK SALES, INC.

Dear Sirs:

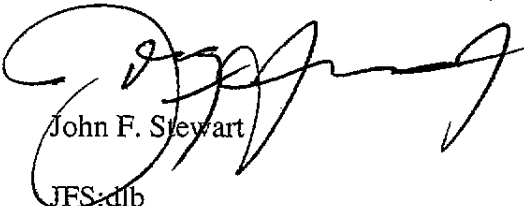
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.



John F. Stewart

JFS:dlb  
Enclosures  
A-4785

FILED  
01 MAR 13 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-16-01  
100

ARTICLES OF INCORPORATION  
OF  
DIAMOND AUTO AND TRUCK SALES, INC.

FILED  
01 MAR 13 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of DIAMOND AUTO AND TRUCK SALES, INC. and hereby set forth and declare:

CHARTER

ARTICLE I

The name of the Corporation shall be DIAMOND AUTO AND TRUCK SALES, INC., located at 1921 S. E. 6<sup>th</sup> Lane, Cape Coral, County of Lee, State of Florida.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The amount of the capital stock of this Corporation shall be One Hundred (100) shares of One Dollar (\$1.00) par value stock, which said stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV

The Corporation shall commence business upon execution of these Articles of Incorporation.

ARTICLE V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VI

The principal place for the transaction of its business shall be 1921 S. E. 6<sup>th</sup> Lane, in the City of Cape Coral, County of Lee, State of Florida. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

ARTICLE VII

The Corporation shall have a Board of Directors of not less than two (2) and may be increased to not more than four (4) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Secretary and Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
XAVIER N. VILARREAL	President	1284 Cleburne Fort Myers, Florida 33901
RUBEN GARCIA	Vice President	2294 Clifford Street Fort Myers, Florida 33901
MICHAEL C. KAROL	Secretary/ Treasurer	1921 S. E. 6 <sup>th</sup> Lane Cape Coral, Florida 33990

ARTICLE IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
XAVIER N. VILARREAL	80 Shares	1284 Cleburne Fort Myers, Florida 33901
RUBEN GARCIA	10 Shares	2294 Clifford Street Fort Myers, Florida 33901
MICHAEL C. KAROL	10 Shares	1921 S. E. 6 <sup>th</sup> Lane Cape Coral, Florida 33990

ARTICLE X

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

ARTICLE XI

The street address of the initial registered office of this Corporation is 1921 S. E. 6<sup>th</sup> Lane, Cape Coral, Florida 33990, and the name of the initial registered agent of this Corporation at that address is: MICHAEL C. KAROL. By executing these Articles, the initial registered agent acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

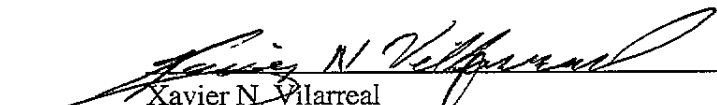
ARTICLE XII

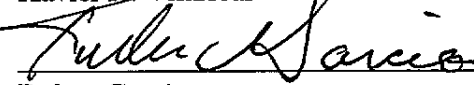
Each shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

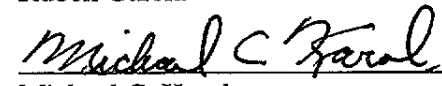
ARTICLE XIII

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or officer.

IN WITNESS WHEREOF, we, the undersigned, being all of the original subscribers to the capital stock hereinbefore mentioned and the incorporators of the Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Lee County, Florida, this 12th day of March, 2001.

  
\_\_\_\_\_  
Xavier N. Vilarreal

  
\_\_\_\_\_  
Ruben Garcia

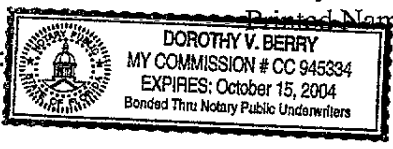
  
\_\_\_\_\_  
Michael C. Karol

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 12<sup>th</sup> day of March, 2001, by XAVIER N. VILARREAL, ( ) who is personally known to me or (✓) who produced Fla Drivers License as identification.

Dorothy V. Berry  
Notary Public  
Printed Names of Notary: DOROTHY V. BERRY

(SEAL)  
Comm. Exp. Date:  
Comm. Number:

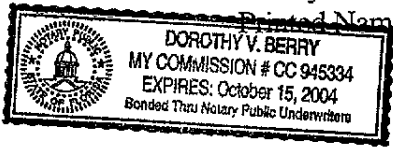


STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 12<sup>th</sup> day of March, 2001, by RUBEN GARCIA, ( ) who is personally known to me or (→) who produced Fla Drivers License as identification.

Dorothy V. Berry  
Notary Public  
Printed Names of Notary: DOROTHY V. BERRY

(SEAL)  
Comm. Exp. Date:  
Comm. Number:

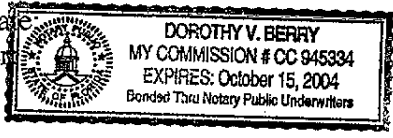


STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 15<sup>th</sup> day of March, 2001, by MICHAEL C. KAROL, ( ) who is personally known to me or (→) who produced Fla Drivers License as identification.

Dorothy V. Berry  
Notary Public  
Printed Names of Notary: DOROTHY V. BERRY

(SEAL)  
Comm. Exp. Date:  
Comm. Number:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT DIAMOND AUTO AND TRUCK SALES, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS IN THE CITY OF CAPE CORAL, COUNTY OF LEE, STATE OF FLORIDA, HAS  
NAMED MICHAEL C. KAROL, LOCATED AT 1921 S. E. 6<sup>th</sup> LANE, (Street Address and Number of  
Building -- Post Office Box Addresses Are Not Acceptable), CITY OF CAPE CORAL, COUNTY OF  
LEE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

DIAMOND AUTO AND TRUCK SALES, INC.

(XNV)

Signature: *Louis N. Villanueva*

(Corporate Officer)

Title: President

Date: March 12, 2001

FILED  
01 MAR 13 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

(MCK)

Signature: *Michael C. Karol*

Resident Agent

Date: March 12, 2001