

TRANSMITTAL FORM
P01000035847

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/04/01--01052--017
*****78.75 *****78.75

SUBJECT: PHOENIX AUTOMOTIVE MARKETING, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: James Matthews
Name (Printed or typed)
7512 Dr. Phillips Blvd. Ste. 50-305
Address
Orlando, FL 32819
City, State & Zip
407 363-4499
Daytime Telephone number

FILED
01 APR -11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

4-9-01
WOC

CERTIFICATE OF INCORPORATION
OF
PHOENIX AUTOMOTIVE MARKETING, INC.

FILED
01 APR -4 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Name.**

The name of the Corporation is PHOENIX AUTOMOTIVE MARKETING, INC..

2. **Principal Office and Registered Agent.**

Its registered office in the State of Florida is 7512 Dr. Phillips Blvd., Suite 50-305, in the City of Orlando, County of Orange. The name of its registered agent at such address is James Matthews.

3. **Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. **Capital Stock.**

The total number of shares of capital stock that the Corporation shall have authority to issue is 1000, all of which are to be common stock with "par value of one dollar (\$1.00) per share".

5. **Incorporator.**

The name and mailing address of the incorporator is: James Matthews, 7512 Dr. Phillips Blvd, Suite 50-305, Orlando, FL 32819.

6. **Existence.**

The Corporation is to have perpetual existence.

7. **Liability of Stockholders.**

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management.**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be

