

Oct. 28. 2009, 2:23PM
Division of Corporations

Barnett, Bolt

No. 2545 P. 1
Page 1 of 1

441436

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000230048 3)))



H090002300483ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
Phone : (813) 253-2020
Fax Number : (813) 251-6711

FILED
2009 OCT 28 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

ABC AUTOS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

RECEIVED
2009 OCT 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended &
Restated
ASR
10/29/09

Electronic Filing Menu

Corporate Filing Menu

Help

H09000230048

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ABC AUTOS, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of ABC AUTOS, INC., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is ABC Autos, Inc.
2. The Articles of Incorporation, as amended and restated, are attached hereto as Exhibit A (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.
4. The shareholders of the Corporation adopted the Amended and Restated Articles by the unanimous written consent of the shareholders of the Corporation on September 23, 2009.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement.

ABC AUTOS, INC.

By: 

Name:

Michael E. Fernandez

Title:

President

Date:

9/23/09

#431733

H09000230048

H09000230048

FILED

2009 OCT 28 AM 9:40

EXHIBIT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ABC AUTOS, INC.
A FLORIDA CORPORATION

The Amended and Restated Articles of Incorporation of ABC AUTOS, INC., a Florida corporation for profit incorporated under the provisions of the Florida Business Corporation Act, shall read in their entirety as set forth below:

ARTICLE I

Name

The name of this corporation is:

ABC Autos, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is 6112 N. Florida Avenue, Tampa, Florida 33604.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of Voting Common Stock, each with a par value of One Dollar (\$1.00) ("Class A Stock"), and one thousand (1,000) shares of Non-Voting Common Stock, each with a par value of One Dollar (\$1.00) ("Class B

HQ9000230048

Stock"). Except for the difference in voting rights, the Class A Stock and Class B Stock shall have identical rights with respect to distributions, dividends and liquidations as provided by the Bylaws.

ARTICLE V

Preemptive Rights

This corporation elects to have preemptive rights.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this corporation is 6112 N. Florida Avenue, Tampa, Florida 33604, and the name of the registered agent of this corporation at that address is Michael E. Fernandez.

ARTICLE VII

Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michael E. Fernandez	6112 N. Florida Avenue Tampa, Florida 33604

ARTICLE VIII

Board of Directors

The Corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The manner in which the directors will be elected shall be as stated in the bylaws. The names and addresses of the directors of the Corporation are:

HQ9000230048

H09000230048

<u>Name</u>	<u>Address</u>
Michael E. Fernandez	6112 N. Florida Avenue Tampa, Florida 33604
David B. Fernandez	6112 N. Florida Avenue Tampa, Florida 33604
Douglas B. Fernandez	6112 N. Florida Avenue Tampa, Florida 33604

ARTICLE IX

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Amended and Restated Articles of Incorporation this 23rd day of SEPTEMBER, 2009.

ABC AUTOS, INC.

By: 

Name: Michael E. Fernandez

Title: President

H09000230048