No. 2545

# Florida Department of State

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ABC AUTOS, INC.

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#### 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 <u>13</u>, 2009.

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

ABC AUTOS, INC.

Name: Michael E. Fernandez
Title: President

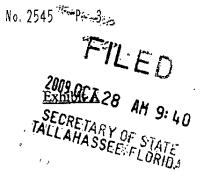
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# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ABC AUTOS, INC. A FLORIDA CORPORATION

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

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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 Y

## 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:

NAME

ADDRESS

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:

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• ••	Name	Address
		6112 N. Florida Avenue
Michael E. Fernandez	Tampa, Florida 33604	
		6112 N. Florida Avenue
David B. Fernandez	Tampa, Florida 33604	
		6112 N. Florida Avenue
Dougla	as B. Fernandez	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.

ABC AUTOS, INC.

Name:

Michael E Fernan

Title:

President