

580996

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 7/17/00 11:00

CERTIFIED COPY

X cus gs

X PHOTO COPY

X FILING

Amended + Restated

1.) Arlington Toyota, Inc.
(CORPORATE NAME & DOCUMENT #)

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-07/17/00--01014--017
*****43.75 *****43.75

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Amend + Restate
7-25-00 DHS

RECEIVED
00 JUL 17 AM 10:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 JUL 17 AM 11:35
DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

**CORPORATE
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✓ CUS GG.

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✓ FILING Amends

1.) Arlington Toyota, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 17, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: ARLINGTON TOYOTA, INC.
Ref. Number: 580996

Corrected
7/18
[Signature]

We have received your document for ARLINGTON TOYOTA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return 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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 400A00039167

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 18 AM 9:54

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 18, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: ARLINGTON TOYOTA, INC.
Ref. Number: 580996

Corrected
7/25/00
(Signature)

We have received your document for ARLINGTON TOYOTA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 100A00039416

RECEIVED
00 JUL 25 AM 9:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ARLINGTON TOYOTA, INC.
EFFECTIVE JUNE 7, 2000
RECITALS

The Eyrie Brooks Company was created under Articles of Incorporation dated July 28, 1978, as evidenced by Articles of Incorporation filed August 2, 1978, with the Office of the Secretary of State, Tallahassee, Florida, under Charter #580996. Those Articles of Incorporation were subsequently amended by documents dated August 1, 1978, September 12, 1979, and March 17, 1982, which documents were filed on August 25, 1978, June 21, 1980, and March 29, 1982, respectively. The amendments, among other things, change the name of the corporation to **Arlington Toyota, Inc.** The shareholders and directors of the Corporation have unanimously approved certain additional changes to the Articles of Incorporation which are restated herein. The purpose of these Amended and Restated Articles of Incorporation is to replace all prior articles of incorporation and amendments thereto for Arlington Toyota, Inc., and these amended and restated articles of incorporation shall constitute the sole effective Articles of Incorporation for the corporation. Amendments were adopted June 7, 2000.

ARTICLE I - NAME

The name of this corporation is: ARLINGTON TOYOTA, INC.

ARTICLE II - PURPOSE

This corporation is incorporated to conduct any lawful business, including without limitation, engaging in the sale and service of automobiles, as well as all other business or businesses incident thereto.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is:

- (a) One Hundred Thousand (100,000) shares of Class A voting stock with no par value;
- (b) One Hundred Thousand (100,000) shares of Class B non-voting stock with no par value.

If at any time the holders of a majority of the shares of the Corporation shall enter or have entered into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of

This Instrument Prepared by:
Robert M. Morgan, Attorney-At-Law
10110 San Jose Blvd., Jacksonville, Florida 32257
Phone: (904) 268-7227 Florida Bar No. 511160

such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

ARTICLE IV - PRE-EMPTIVE 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation will be: 10939 Atlantic Blvd., Jacksonville, Florida, 32225.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall not have less than two (2) directors but may have such greater number as may be elected by the stockholders from time to time.

The names and post office addresses of the members of the current board of directors, who shall hold office for the current year or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Eyrie Brooks	c/o 10939 Atlantic Boulevard Jacksonville, Florida 32225
Kay L. Brooks	c/o 10939 Atlantic Boulevard Jacksonville, Florida 32225
F. Miller McCormick, Jr.	c/o 10939 Atlantic Boulevard Jacksonville, Florida 32225
Holly Brooks McCormick	c/o 10939 Atlantic Boulevard Jacksonville, Florida 32225

ARTICLE VII - INCORPORATOR(S)

The name and post office address of the original subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Adam G. Adams, II (Deceased)	314 Duval Federal Building Jacksonville, Florida 32202

[THIS SPACE INTENTIONALLY LEFT BLANK]

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is: 10110 San Jose Boulevard, Jacksonville, Florida 32257.

The name of the registered agent of this corporation is: Robert M. Morgan, 10110 San Jose Boulevard, Jacksonville 32257.

THE UNDERSIGNED, being the original subscriber(s) hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set hand and seal this 7th day of June, 2000.

Signed, sealed and delivered
in the presence of:

Caprice Helwager
Witness CAPRICE HELWAGER

Witness Robert M. Morgan

Caprice Helwager
Witness CAPRICE HELWAGER

Witness Robert M. Morgan

Caprice Helwager
Witness CAPRICE HELWAGER

Witness Robert M. Morgan

Caprice Helwager
Witness CAPRICE HELWAGER

Witness Robert M. Morgan

Eyrie Brooks
Eyrie Brooks

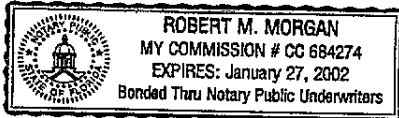
Kay L. Brooks
Kay L. Brooks

F. Miller McCormick, Jr.
F. Miller McCormick, Jr.

Holly Brooks McCormick
Holly Brooks McCormick

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of June, 2000, by Eyrie Brooks, who is personally known to me or who has produced _____ as identification.

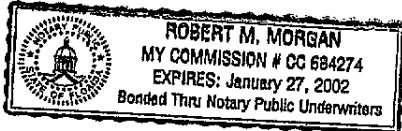


Notary Public, State and County
Aforesaid (Signature)

Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of June, 2000, by Kay L. Brooks, who is personally known to me or who has produced _____ as identification.

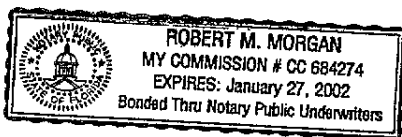


Notary Public, State and County
Aforesaid (Signature)

Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of June, 2000, by F. Miller McCormick, Jr., who is personally known to me or who has produced _____ as identification.

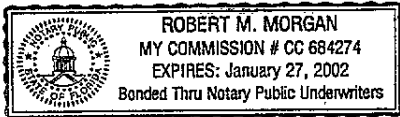


Notary Public, State and County
Aforesaid (Signature)

Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of June, 2000, by Holly Brooks McCormick, who is personally known to me or who has produced _____ as identification.



Notary Public, State and County
Aforesaid (Signature)

Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: _____

ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in these Amended and Restated Articles of Incorporation of Arlington Toyota, Inc., I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED and signed this 7th day of June, 2000.

Robert M. Morgan
Resident Agent