

TRANSMITTAL LETTER

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

SHOWCASE AUTO BROKERS, INC.

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

500003109125--4  
-01/24/00--01139--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: William E Woodis  
Name (printed or typed)

648 Florida Avenue  
Address

Panama City, Florida 32401  
City, State & Zip

(850) 785-1103  
Daytime Telephone number

(850) 896-8966  
Home. 271-4094

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 24 PM 4:57

APPROVED  
AND  
FILED

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

\* T. SMITH: JAN 24 2000

**ARTICLES OF INCORPORATION  
OF  
SHOWCASE AUTO BROKERS, INC.**

**Article I - Name**

The name of the corporation is Showcase Auto Brokers, Inc.

**Article II - Duration**

This corporation shall exist perpetually commencing on the date of February 03, 2000, or upon the date of filing.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and Florida.

**Article IV - Capital Stock**

The corporation is authorized to issue one thousand (1000) shares of one dollar(\$1.00) par value common stock.

**Article V - Preferences, Limitations and Relative  
Rights Of Shares Of Capital Stock**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**Article VI - 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VII - Initial Registered Office and Agent**

The street address of the principal office and of the initial registered office of this corporation is 3701 West 23<sup>rd</sup> Street, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is Michael S. Redmond.

**Article VIII - Initial Board of Directors and Officers**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

Michael S. Redmond  
906 Bradley Circle  
Lynn Haven, Florida 32444

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TALLAHASSEE, FLORIDA

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#### **Article IX - Incorporators**

The name and address of the person signing these articles is as follows:

Michael S. Redmond  
906 Bradley Circle  
Lynn Haven, Florida 32444

#### **Article X - By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **Article XI - Restrictions on Transfer of Stock**

Shares of capital stock shall be issued initially to the following person: Michael S. Redmond 100 %. Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **Article XII - Cumulative Voting**

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

#### **Article XIII - Calling Of Special Meetings**

Special meeting of shareholders may be called by a majority of the outstanding shares.

#### **Article XIV - Shareholder Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

#### **Article XV - Shareholders Meeting Required**

The shareholders of this corporation may take action by written consent as provided by law.

#### **Article XVI - Management of Corporation by Directors**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the directors of this corporation.

#### **Article XVII - Director Quorum and Voting**

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting in the matter to be voted upon, the

affirmative vote of a majority of the remaining directors shall be the act of the Board of Directors.

#### Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### Article XIX - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent as provided by law.

#### Article XX - Indemnification

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

#### Article XXI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

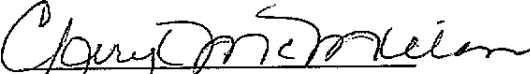
IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this 24 day of Jan, 2000.

  
Michael S. Redmond

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Michael S. Redmond to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24 day of January, 2000.

  
Cheryl McMillan  
NOTARY PUBLIC  
(AFFIX SEAL)

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA  
CHERYL MC MILLAN  
COMMISSION # 00022100  
EXPIRES 8/4/2001  
BONDED THRU ASA 1-888-NOTARY1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 40.091, Florida Statutes, relative to keeping said office open.

  
Michael S Redmond