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ROBERT S. MCDANIEL, JR.  
CHARLES H. BALL

February 16, 2000

FILED  
00 FEB 18 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700003139517-4  
-02/18/00-01058-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

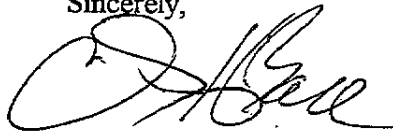
Re: SUNSET MOTORS OF SARASOTA, INC.

Dear Sir:

Please find enclosed an original and one copy of the above Articles of Incorporation, Certificate Designating Registered Agent and my check in the amount of \$78.75 for filing.

Thank you for your cooperation in this matter. If you should need anything further, please contact me.

Sincerely,



Charles H. Ball

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNSET MOTORS OF SARASOTA, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be **SUNSET MOTORS OF SARASOTA, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

**ARTICLE IV. EXISTENCE**

This corporation shall have perpetual existence until dissolved according to law.

**ARTICLE V. ADDRESS**

The initial street address of the principal office of this corporation is to be at 1860 North Washington Boulevard, Sarasota, Florida 34234.

ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

MARC R. SANTELLI	4487 Maygog Road Sarasota, Florida 34233
PAUL REVERE YODER	2381 Florinda Street Sarasota, Florida 34231

ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as subscribers are as follows:

MARC R. SANTELLI	4487 Maygog Road Sarasota, Florida 34233
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

4487 Maygog Road Sarasota, FL 34233	MARC R. SANTELLI
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

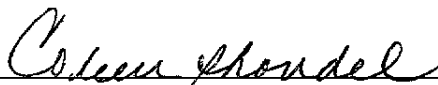
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and  
filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16<sup>th</sup>  
day of February, 2000.

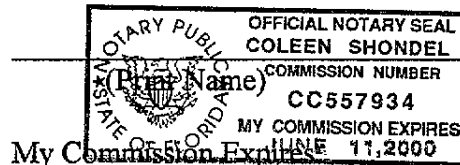


MARC R. SANTELLI

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of February,  
2000, by **MARC R. SANTELLI**, who are personally known to me or have produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did/did not take an oath.

  
Notary Public



Charles H. Ball  
McDANIEL & Ball, P.A.  
1444 First Street  
Sarasota, Florida 34236  
(941) 952-1500

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
00 FEB 18 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that SUNSET MOTORS OF SARASOTA, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1860 NORTH WASHINGTON BOULEVARD, SARASOTA, FLORIDA, 34234, has named MARC R. SANTELLI, located 4487 MAYGOG ROAD, SARASOTA, FLORIDA, 34233, as its agent to accept service of process within Florida.

Dated: 2-16-00



MARC R. SANTELLI, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



MARC R. SANTELLI, Registered Agent