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28 March 2000

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

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-03/30/00--01072--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for S & D Motors, Inc.

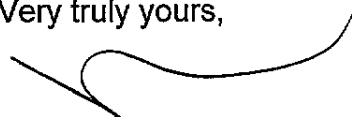
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced Florida corporation and our check in the amount of \$70.00 as filling fee for this corporation.

Please register the name of the corporation in your records, record the Articles of Incorporation, and return a date stamped copy to our office.

Should there be any problems or questions, please do not hesitate to contact me.

Very truly yours,



RONALD L. NAPIER

RLN/m

enclosures (as stated)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
of  
S & D MOTORS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, for the purpose of forming a corporation under The Florida General Corporation Act, Florida Statutes Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

This corporation shall be known as S & D MOTORS, INC.

ARTICLE II - DURATION

The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may engage in, or transact the business of, buying and selling or motor vehicles, and all business activities related thereto, as well as any and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue and have outstanding at any time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One ( \$1.00) Dollar each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of the corporation

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is as follows:

904 Augusta Boulevard  
Naples, Florida 34113

and the name of the initial Registered Agent and his address is as follows:

RONALD L. NAPIER, ESQUIRE  
1570 Shadowlawn Drive  
Naples, Florida 34104

#### ARTICLE VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share of the new offering at the price at which it is offered to others.

#### ARTICLE VII – SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of §1244 of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law. The stock of this corporation is further intended to qualify under the requirements of Subchapter S of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law.

#### ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have the following number of directors initially:

One (1)

Steve D. Passamondi

The number of directors may be either increased or decreased from time to time through

appropriate changes in the By-Laws but the number of directors shall never be less than One (1) nor more than Three (3).

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Steve D. Passamondi  
904 Augusta Boulevard  
Naples, Florida 34113

IN WITNESS WHEREOF, I have set my hand in subscription of these Articles of Incorporation this 28<sup>th</sup> day of March, 2000.

  
STEVE D. PASSAMONDI

I am familiar with, accept, and will faithfully perform my duties and responsibilities as Registered Agent for said corporation.

  
RONALD L. NAPIER

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
: § §  
COUNTY OF COLLIER :

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared STEVE D. PASSAMONDI who is personally known to me and acknowledged that he is the incorporator of the foregoing Articles of Incorporation and that he subscribed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and Official Seal this 28<sup>th</sup> day of March, 2000.



Marilyn T. Napier  
MY COMMISSION # CC685493 EXPIRES  
October 2, 2001  
BONDED THRU TROY FAIN INSURANCE, INC

Marilyn T. Napier  
Signature of Notary

\_\_\_\_\_  
Name of Notary Printed

\_\_\_\_\_  
Serial or Commission Number

\_\_\_\_\_  
My Commission Expires