

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO0000041905**  
*Lally Chrysler Jeep Pontiac, Inc.*

300003224779--4  
-04/26/00--01048--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: LM 4/26 9:33

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

<input checked="" type="checkbox"/>	Art of Inc. File <u>Cert.</u>
<input type="checkbox"/>	LTD Partnership File _____
<input type="checkbox"/>	Foreign Corp. File _____
<input type="checkbox"/>	L.C. File _____
<input type="checkbox"/>	Fictitious Name File _____
<input type="checkbox"/>	Trade/Service Mark _____
<input type="checkbox"/>	Merger File _____
<input type="checkbox"/>	Art. of Amend. File _____
<input type="checkbox"/>	RA Resignation _____
<input type="checkbox"/>	Dissolution / Withdrawal _____
<input type="checkbox"/>	Annual Report / Reinstatement _____
<input checked="" type="checkbox"/>	Cert. Copy _____
<input type="checkbox"/>	Photo Copy _____
<input type="checkbox"/>	Certificate of Good Standing _____
<input type="checkbox"/>	Certificate of Status _____
<input type="checkbox"/>	Certificate of Fictitious Name _____
<input type="checkbox"/>	Corp Record Search _____
<input type="checkbox"/>	Officer Search _____
<input type="checkbox"/>	Fictitious Search _____
<input type="checkbox"/>	Fictitious Owner Search _____
<input type="checkbox"/>	Vehicle Search _____
<input type="checkbox"/>	Driving Record _____
<input type="checkbox"/>	UCC 1 or 3 File _____
<input type="checkbox"/>	UCC 11 Search _____
<input type="checkbox"/>	UCC 11 Retrieval _____
<input type="checkbox"/>	Courier _____

FILED  
00 APR 26 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 APR 26 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH APR 26 2000

ARTICLES OF INCORPORATION  
of  
LALLY CHRYSLER JEEP PONTIAC, INC.

FILED  
00 APR 26 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is LALLY CHRYSLER JEEP PONTIAC, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in the sale of automobiles.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, 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. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 2878 North Orange Blossom Trail, Orlando, Florida, 34744, and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: Thomas P. Moran, Esquire, c/o Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

#### ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Jasvinder Lally  
2878 North Orange Blossom Trail  
Orlando, Florida 34744

Resham S. Lally  
2878 North Orange Blossom Trail  
Orlando, Florida 34744

#### ARTICLE VIII - INCORPORATOR

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

Thomas P. Moran, Esquire  
Moran & Shams, P.A.  
111 N. Orange Avenue, Suite 1200  
Orlando, Florida 32801

#### ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

#### ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - 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.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of April, 2000.

  
Thomas P. Moran, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Thomas P. Moran, Esquire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 25<sup>th</sup> day of April, 2000.

  
Notary Public, State of Florida  
My Commission Expires:

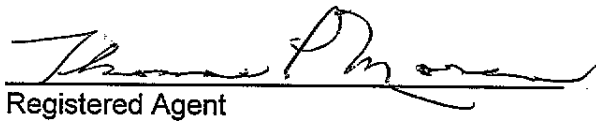
F:\DATA\WPDATA\LHH\Miami Motorplex\ARTICLES.FRM(4532-3)



June M. Comas  
MY COMMISSION # CC617580 EXPIRES  
May 30, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY 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 TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Registered Agent

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FILED  
00 APR 26 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA