

**P000000106178**  
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November 7, 2000

**Via U.S. Mail**

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

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-11/13/00--01104--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Matter: Incorporation**  
**Corporation: Dunn Automotive Group, Inc.**

To Whom It May Concern:

Enclosed please find Articles of Incorporation for Dunn Automotive Group, Inc. and a check in the amount of \$78.75 made payable to Department of State, Division of Corporation for the filing fee and a certificate of status.

Should you have any questions in processing the enclosed, please contact our law office accordingly.

Sincerely,

Seidensticker & San Filippo, LLP

By: Marc F. Oates  
Marc F. Oates, Esq.

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00 NOV 13 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-14

**ARTICLES OF INCORPORATION**  
**OF**  
**DUNN AUTOMOTIVE GROUP, INC.**

The undersigned incorporator, for the purposes of forming a corporation under Fla. Stat. §607 ("Florida Business Corporation Act"), does hereby adopt the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of this corporation is:

DUNN AUTOMOTIVE GROUP, INC.

**ARTICLE II – PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 19 Casa Mar Lane, Naples, Florida 34103 and the mailing address of the Corporation is 19 Casa Mar Lane, Naples, Florida 34103.

**ARTICLE III - PURPOSE**

The general nature of the purposes for which the Corporation is organized are the following:

- A. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This Corporation shall have a perpetual existence.

**ARTICLE IV - SHARES**

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one hundred (100) common shares of stock.

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SECRETARY OF STATE  
TALLAHASSEE, FL

### **ARTICLE V – PAR VALUE**

The shares of the Corporation shall have a par value of \$1.00 per share.

### **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 1100 Fifth Avenue South, Suite 405, Naples, Florida 34102, and the name of the Registered Agent at that address is Seidensticker & San Filippo, LLP.

### **ARTILCE VII – INITIAL OFFICERS/DIRECTORS**

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers/Directors of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Robert Dunn	19 Casa Mar Lane, Naples, Florida 34103
Vice President	Robert Dunn	(as listed above)
Secretary	Robert Dunn	(as listed above)
Treasurer	Robert Dunn	(as listed above)

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
Robert Dunn	(as listed above)

### **ARTICLE VIII – INCORPORATOR**

The name and address of the Incorporator is:

Seidensticker & San Filippo, LLP  
1100 Fifth Avenue South, Suite 405  
Naples, Florida 34102

### **ARTICLE IX – BY-LAWS**

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 7<sup>th</sup> day of November 2000, for the purpose of forming this Corporation under the laws of the State of Florida.

Seidensticker & San Filippo, LLP

By: Marc F. Oates  
Marc F. Oates, Esq.

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Seidensticker & San Filippo, LLP

By: N. Paul San Filippo  
N. Paul San Filippo, Esq.

Its: Partner

Date: November 7<sup>th</sup>, 2000.