

APR. 17. 2001 2:28PM  
Division of Corporations

(ROETZEL&ANDRESS)

NO. 821 P. 1/5

AUDIT NO: H01000040148 8

# PO1000038807

## Florida Department of State

Division of Corporations

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**From:**

Account Name : ROETZEL & ANDRESS  
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## FLORIDA PROFIT CORPORATION OR P.A.

MORANDE MAZDA, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

FILED  
01 APR 17 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight

APR 17 2001

AUDIT NO: H01000040148 8

4/17/2001

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**ARTICLES OF INCORPORATION  
OF  
MORANDE MAZDA, INC.  
a Florida corporation**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is **MORANDE MAZDA, INC.** (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 1472 Airport Road, Naples, Florida 34110.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares in the aggregate, which shares shall be of a single class of common stock and each shall have no par value.

**ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered agent of the Corporation is 850 Park Shore Drive, Naples, Florida 34103, and the name of its initial registered agent at such address is Michael W. McArdle.

**ARTICLE V**  
**SOLE INCORPORATOR**

The name and address of the sole incorporator is Michael W. McArdle, 850 Park Shore Drive, Naples, Florida 34103.

**ARTICLE VI**  
**DURATION**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE VII**  
**BYLAWS**

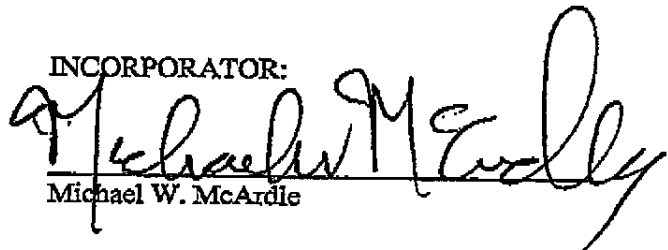
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 17<sup>th</sup> day of April, 2001.

INCORPORATOR:

  
Michael W. McArdle

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF COLLIER     )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of April, 2001 by Michael W. McArdle, who (X) is personally known to me, or who ( ) has produced \_\_\_\_\_ as identification.

Shirley L Morgan  
NOTARY PUBLIC, STATE OF FLORIDA  
Name: Shirley L Morgan  
(Type or Print)  
My Commission Expires:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

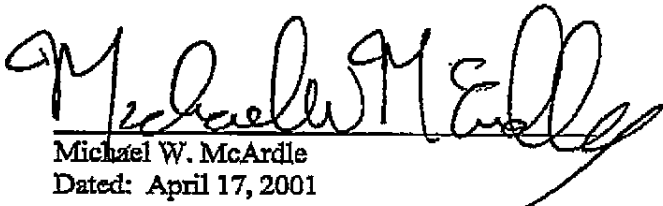
That **MORANDE MAZDA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Michael W. McArdle, 850 Park Shore Drive, Naples, Florida 34103, as its agent to accept service of process within Florida.

**MORANDE MAZDA, INC.**  
a Florida corporation

By: 

Michael W. McArdle, Incorporator  
Dated: April 17, 2001

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, 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.

  
Michael W. McArdle  
Dated: April 17, 2001

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