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Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**SUNCOAST MERCEDES-BENZ DEALERS, INC.**

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**SUNCOAST MERCEDES-BENZ DEALERS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name and Address**

The name of this corporation is Suncoast Mercedes-Benz Dealers, Inc. The mailing address of the corporation is 4636 North Dale Mabry, Tampa, Florida 33614. The address of the corporation's principal office is 4636 North Dale Mabry, Tampa, Florida 33614.

**ARTICLE II - Duration**

This corporation shall have perpetual existence.

**ARTICLE III - Purpose**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV - General Powers**

The corporation shall have the power:

- a. to advertise Mercedes Benz automobiles for sale or lease (or any matter related thereto); and
- b. to engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

**ARTICLE V - Capital Stock**

This corporation is authorized to issue two class of capital stock to be designated, respectively, as Class A common stock and Class B common stock. The total number of shares of Class A common stock which the corporation will have authority to issue shall be five hundred (500) shares, and the total number of shares of Class B common stock which the corporation shall have authority to issue shall be

Prepared by:  
Bruce H. Bokor, Esquire  
Johnson, Blakely, Pope,  
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(727)461-1818  
Florida Bar No. 0150340

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five hundred (500) shares. The par value of each share of stock shall be One Dollar (\$1.00).

Each outstanding share of Class A Common Stock shall be entitled to vote solely on any matter submitted to a vote which concerns capital contributions which would be required of Class A shareholders and the payment of any amounts from funds due any Class A shareholders.

Each outstanding share of Class B Common Stock shall be entitled to vote on all matters submitted to a vote at a meeting of Class A shareholders, Class B shareholders or a combination of same.

#### **ARTICLE VI - Shareholders' Special Meetings or Monthly Meetings**

Special meetings or monthly meetings of the shareholders shall be held when requested by at least two-thirds (2/3) of the Class B shareholders, or, by the Board of Directors.

#### **ARTICLE VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 19820 U.S. Highway 19, North, Clearwater, Florida 34624, and the name of the initial registered agent of this corporation at that address is Mark Wigler.

#### **ARTICLE VIII - Incorporator**

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Mark Wigler	4636 N. Dale Mabry Tampa, Florida 33614

#### **ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### **ARTICLE X - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

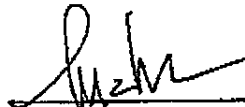
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The undersigned incorporator has executed these Articles of Incorporation this  
26 day of July, 2001.



Mark Wigler, Incorporator

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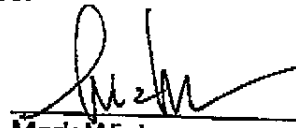
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, Suncoast Mercedes-Benz Dealers, Inc., desiring to organize under the laws of the State of Florida, hereby designates Mark Wigler, located at 19820 U.S. Highway 19, North, Clearwater, Florida 34624, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
Mark Wigler

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