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September 4, 2001

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-09/26/01--01067--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: Automotive Enterprises of Clearwater, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above-captioned Corporation, together with check in the sum of \$78.75 to cover your filing fees and a Certificate of Status for the above corporation. Also enclosed is a Designation and Acceptance of Initial Registered Agent and Registered Office.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned, along with a Certificate of Status, in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,



Martin J. Jaffe

MJJ:sgm  
Enclosures

FILED  
01 SEP 26 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**AUTOMOTIVE ENTERPRISES OF CLEARWATER, INC.**

FILED

01 SEP 26 PM 1:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the law of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Name

Section 1.1. Name: The name of this Corporation is: AUTOMOTIVE ENTERPRISES OF CLEARWATER, INC., and the address of the principal place of business is 6280 - 150<sup>th</sup> Avenue, #G, Clearwater, Florida 33760.

ARTICLE II

Duration

Section 2.1. Duration: This Corporation shall exist perpetually.

ARTICLE III

Purpose

Section 3.1. Purposes: This Corporation is organized for the sole and specific purpose of engaging in the lawful business of repairing motor vehicles and purchasing, repairing and selling used motor vehicles, but such services shall be rendered only through officers, employees and agents who are duly licensed and permitted under the laws of the State of Florida to provide such services.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares having One Dollar (\$1.00) par value per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by provision of bylaws or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V  
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of this corporation's initial registered office is: 1539 Lakeview Road, Clearwater, Florida 33756, and the name of the initial registered agent at that address is DAVID P. JAFFE.

ARTICLE VI  
Directors

Section 6.1. Number. This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Director. The name and street address of the member of the first board of directors of this Corporation is:

<u>Name</u>	<u>Address</u>
David P. Jaffe	1539 Lakeview Road Clearwater, Florida 33756

Section 6.3. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII  
Bylaws

Section 7.1. Bylaws. The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII  
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this Corporation is:

David P. Jaffe

1539 Lakeview Road  
Clearwater, Florida 33756

ARTICLE IX  
Amendment

Section 9.1. Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not less than sixty-six and sixty-six one-hundredth percent (66.66%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X  
Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least sixty-six and sixty-six one hundredth percent (66.66%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment of all obligations, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by her.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12 day of

Sept., 2001.

David P. Jaffe  
DAVID P. JAFFE

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by DAVID P. JAFFE this 12 day of Sept., 2001, who is personally known/provided Id. Lic. J10017548 2010 as identification to me and who did not take an oath.

[Signature]  
Notary Public, State of Florida

My Commission Expires:



**STATEMENT OF DESIGNATION AND ACCEPTANCE OF  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF**

**AUTOMOTIVE ENTERPRISES OF CLEARWATER, INC.**

01 SEP 26 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

Pursuant to the applicable provisions of Florida Statutes, the undersigned, as President of AUTOMOTIVE ENTERPRISES OF CLEARWATER, INC., files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The initial registered office of the Corporation is: 1539 Lakeview Road, Clearwater, Florida 33756, and the name of the initial registered agent of this Corporation at that address is: DAVID P. JAFFE.

DATED this 12 day of Sept, 2001.

  
\_\_\_\_\_  
DAVID P. JAFFE  
President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I hereby accept appointment as the registered agent for AUTOMOTIVE ENTERPRISES OF CLEARWATER, INC., as stated in the Articles of Incorporation of said Corporation.

  
\_\_\_\_\_  
DAVID P. JAFFE