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TRANSMITTAL LETTER

FILED  
02 FEB -1 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-02/01/02--01014--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: ROSELLS AUTO BROKERS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a check for \$70.00 for filing fee and registered agent fee.

FROM: MANUEL R. MIDDLETON  
7201 Chesterhill Circle  
Mt. Dora, Fl. 32757

PHONE: (352) 326-3829

Enclosures  
Original and One Copy of Articles

02/2/7

**ARTICLES OF INCORPORATION  
OF  
ROSELLS AUTO BROKERS, INC.**

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Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

**ARTICLE I**

The name of the Corporation is: ROSELLS AUTO BROKERS, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation is:

1380 N. Boulevard West  
Leesburg, Fl. 34748

**ARTICLE III**

Duration: The period of its duration is perpetual.

**ARTICLE IV**

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including but not limited to automobile retail sales.

**ARTICLE V**

Capital Stock: The corporation is authorized to issue one class of stock, that stock being Three Hundred (300) shares at One (\$1.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

**ARTICLE VI**

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

MANUEL R. MIDDLETON  
1380 N. Blvd. West  
Leesburg, Fl. 34748

Page One Articles of Incorporation ROSELLS AUTO BROKERS, INC.

## ARTICLE VII

Initial Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Manuel R. Middleton, President	7201 Chesterhill Circle Mt. Dora, Fl. 32757
Marlo R. Middleton, Secretary	7201 Chesterhill Circle Mt. Dora, Fl. 32757
Archie R. Middleton, Treasurer	614 E. Rosewood Lane Tavares, Fl. 32778

## ARTICLE VIII

Incorporators. The name and addresses of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
Manuel R. Middleton	7202 Chesterhill Ave. Mt. Dora, Fl. 32757
Marlo R. Middleton	7202 Chesterhill Ave. Mt. Dora, Fl. 32757
Archie R. Middleton	614 E. Rosewood Lane Tavares, Fl. 32778

## ARTICLE IX

Amendment of Articles. 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 incorporators have executed these Articles of Incorporation, this 23 day of January, 2002.

Witness to Incorporators Signatures

Melody Cayer

[Signature]

Oscar Redif

and to Registered Agent  
Signature

\_\_\_\_\_

[Signature]

MANUEL R. MIDDLETON

[Signature]

WARLO R. MIDDLETON

[Signature]

ARCHIE R. MIDDLETON

REGISTERED AGENT

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF  
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ROSELLS AUTO BROKERS, INC.
2. The name and address of the registered agent and office is:

MANUEL R. MIDDLETON  
1380 N. Blvd. West  
Leesburg, Fl. 34748

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.

Signature of registered agent



MANUEL R. MIDDLETON

Date of Signature: 1-23-02

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