

P020000021422

TRANSMITTAL LETTER

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

200004990722-1
-02/22/02--01035--024
*****78.75 *****78.75

SUBJECT: SCHOLS AUTOMOTIVE III, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Robert L. Underwood
Name (Printed or typed)

4000 Westchase Blvd. Ste 410
Address

Raleigh, NC 27602
City, State & Zip

919-664-8803
Daytime Telephone number

Contact person: Anne Underwood

NOTE: Please provide the original and one copy of the articles.

J. BRYAN FEB 26 2002

**ARTICLES OF INCORPORATION
OF
SCHOLS AUTOMOTIVE III, INC.**

FILED
02 FEB 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is SCHOLS AUTOMOTIVE III, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

19390 NW 2ND AVENUE
MIAMI, FL 33169

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock at no par value.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Directors and Officers of the Corporation, who shall hold such offices for the first year and/or until their successors are chosen and duly qualified, shall be:

MARK SCHOLS
19390 NW 2ND AVENUE
MIAMI, FL 33169

ARTICLE VI

AMENDMENT OF ARTICLES

The power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is Robert L. Underwood, whose mailing address is 537 East Park Avenue, Tallahassee, FL 32301.

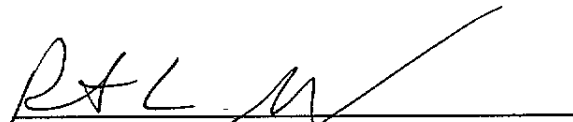
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood
537 East Park Avenue
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19th day of February, 2002.

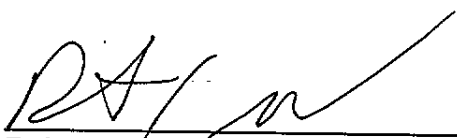

Robert L. Underwood

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That SCHOLS AUTOMOTIVE III, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 19390 NW 2nd AVENUE, MIAMI, FL 33169, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 19th day of February, 2002.


Robert L. Underwood
Registered Agent

FILED
02 FEB 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA