

PO2000050944

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

SUBJECT: Auto Dealer Solutions, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800005621448--1
-05/28/02--01056--007
*****78.75 *****78.75

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: Donald Lloyd Goodwin
Name (Printed or typed)

444 Northwest Canterbury Court
Address

Port Saint Lucie, Florida 34983
City, State & Zip

(772) 466-5550
Daytime Telephone number

02 MAY 28 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

mc 5129

ARTICLES OF INCORPORATION

OF

Auto Dealer Solutions, Inc.

FILED
02 MAY 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation shall be, Auto Dealer Solutions, Inc.

Its principal office shall be at 444 Northwest Canterbury Court, Port Saint Lucie, Florida 34983 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

The general nature of the business and the object and purpose for which the corporation is organized is to operate an Auto dealer Support Service and shall include the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The street address of the initial registered office of this corporation in the State of Florida shall be 444 Northwest Canterbury Court, Port Saint Lucie, Florida 34983.

. The initial registered agent at such address is Donald Lloyd Goodwin.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue shall be one hundred (100) shares, all of which shall be common shares with a par value of \$1.00. In the event that a shareholder desires to sell his shares, he must first offer them for sale to the remaining shareholders; it being the intention hereof to give the remaining shareholders a preference in the purchase of same and any sale of shares in violation of this provision is null and void. A shareholder desiring to sell his shares shall file notice in writing of his intention with the President or Secretary of the Corporation, stating the terms of the sale, and, unless such terms are accepted by any or all of the remaining shareholders within thirty (30) days thereafter, they shall be deemed to have

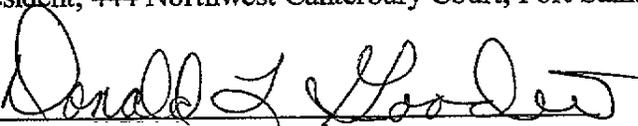
waived their preference of purchasing such shares and he shall be at liberty to sell to anyone else.

ARTICLE V

The business of this corporation shall be conducted by a Board of Directors, which shall consist of one (1) Director initially. The number of Directors may be increased from time to time in accordance with By-Laws adopted by the shareholders. The name and address of the initial Board of Directors is: Donald Lloyd Goodwin, President, 444 Northwest Canterbury Court, Port Saint Lucie, Florida 34983 ; Jorid Loehr, Secretary, 444 Northwest Canterbury Court, Port Saint Lucie, Florida 34983.

ARTICLE VI

The name and address of the subscriber and incorporator is: Donald Lloyd Goodwin, President, 444 Northwest Canterbury Court, Port Saint Lucie, Florida 34983



Incorporator

5-21-02
Dated

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 am familiar with and accept the obligations of my position as registered agent.

Dated 5-21-02



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA