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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314-6327

Subject: **OD's Auto Club, Inc.**

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

\$78.75          Filing Fee & Certificate

From: Frederick M. Zink  
  
192 Tollgate Branch  
  
Longwood, Florida 32750  
  
407-332-7904

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION  
OF**

**OD'S AUTO CLUB, INC.**

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida

**ARTICLE I - NAME**

The name of the corporation is OD'S Auto Club, Inc.

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is as follows:

- (a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation.  
To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improve or unimproved, or any right or interest therein.
- (b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

- (f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state, or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, or calculated to facilitate the same.
- (h) To carry on any or all its operations and business, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (i) To do any or all of things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in the company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

#### ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV – INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

#### ARTICLE V – TERM OF EXISTANCE

This corporation shall have a perpetual existence.

ARTICLE VI – PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is to be 192 Tollgate Branch, Longwood, Florida 32750. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it sees fit.

ARTICLE VII – DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE VIII – INITIAL DIRECTORS

The names and street addresses for the initial directors who shall hold office until their successors are elected and have qualified are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT	Warren C. Zink Jr.	4208 Rhine Road Sarasota, FL 34234
VICE PRESIDENT	Frederick M. Zink	192 Tollgate Branch Longwood, FL 32750
SECRETARY	Warren C Zink Jr.	4208 Rhine Road Sarasota, FL 34234
TREASURER	Frederick M. Zink	192 Tollgate Branch Longwood, FL 32750

ARTICLE IX – SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Warren C. Zink Jr.	4208 Rhine Road Sarasota, FL 34234	250	\$250.00
Frederick M. Zink	192 Tollgate Branch Longwood, FL 32750	250	\$250.00

ARTICLE X – EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date they are filed with State of Florida, Division of Corporations.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI - REGISTERED AGENT

The registered agent of this corporation shall be:

NAME

ADDRESS

Frederick M. Zink      192 Tollgate Branch      Longwood, FL 32750

ARTICLE XII - AMENDMENT

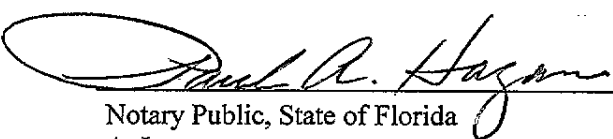
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation is made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 31<sup>st</sup> day of August 2002.

  
Frederick M. Zink

State of Florida  
County of Seminole

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August 2002, by Frederick M. Zink, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

  
Notary Public, State of Florida  
At Large



Paul A Hagan  
My Commission DD100908  
Expires April 06, 2006

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated herein, I hereby accept the appointment as Registered Agent and agree to act in the 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.

  
Frederick M. Zink