

**P03000071674**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Century Automotive Co., Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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**ARTICLES OF INCORPORATION OF  
CENTURY AUTOMOTIVE CO., INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is Century Automotive Co., Inc.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 4400 North Dale Mabry, Tampa, Florida 33614.

ARTICLE III  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV  
DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V  
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock of which 1,000 shares shall be designed as "Voting Common Stock" and of which 99,000 shares shall be designated as "Non-Voting common Stock." Shares of Voting Common Stock shall be the only shares of the Corporation entitled to vote and each such share shall have an equal vote with regard to any matter requiring a vote. Shares of Non-Voting Common Stock shall have no right to vote with regard to any matter requiring a vote. In all other respects, the preferences, limitations, dividend rights, liquidation rights and all other relative rights of shares of common stock, whether Voting Common Stock or Non-Voting Common Stock, shall be identical and equal.

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ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

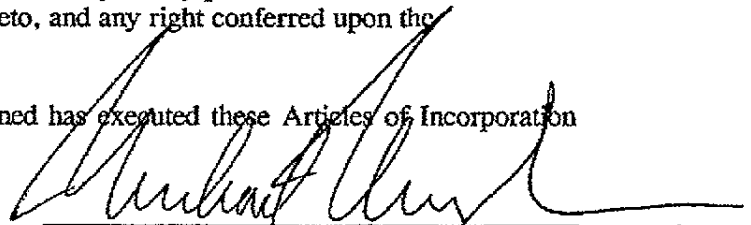
ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

ARTICLE IX  
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of June, 2003.

  
Michael T. Trocke, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 Century Automotive Co., Inc.
2. The name and address of the registered agent and registered office are:

Michael T. Trocke  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

SIGNATURE: 

NAME:: Michael T. Trocke

TITLE: Registered Agent

DATE: June 27, 2003

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Michael T. Trocke, Registered Agent

DATE: June 27, 2003

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