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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FL 32312

10-16-03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Daniels - Belviso Inc

Signature

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ARTICLES OF INCORPORATION

OF

DANIELS-BELVISO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is **DANIELS-BELVISO, INC.**

**ARTICLE II
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in automobile dealership business and any and all business authorized by law.

**ARTICLE IV
CAPITAL STOCK**

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$10.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 111 Southeast 1st Avenue, Gainesville, Florida 32601, and the name of the initial registered agent of this corporation at that address is James S. Quincey, a resident of the State of Florida whose business address is 111 Southeast 1st Avenue, Gainesville, Florida 32601.

**ARTICLE VI
DIRECTOR**

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the members of the first Board of Directors of the corporation is:

Name	Address
Roland C. Daniels	532 Southwest 117 th Street Gainesville, Florida 32607

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE VII
INITIAL PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 3737 North Main Street, Gainesville, Florida 32609.

**ARTICLE VIII
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

**ARTICLE IX
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Name	Address
Roland C. Daniels	532 Southwest 117 th Street Gainesville, Florida 32607

**ARTICLE XI
OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name	Address
President Roland C. Daniels	532 Southwest 117 th Street Gainesville, Florida 32607

Vice President
Mark R. Belviso

8620 S. Orange Blossom Trail
Orlando, Florida 32809

Secretary
Mark R. Belviso

8620 S. Orange Blossom Trail
Orlando, Florida 32809

Treasurer
Mark R. Belviso

8620 S. Orange Blossom Trail
Orlando, Florida 32809

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TALLAHASSEE, FLORIDA


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**ARTICLE XII
AMENDMENT**


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

IN WITNESS WHEREOF, the incorporators has executed these Articles the 15th day of October, 2003.


ROLAND C. DANIELS

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.


JAMES S. QUINCEY
Post Office Box 23939 (ZIP 32802)
111 Southeast 1st Avenue
Gainesville, Florida 32601
Dated: October 15, 2003