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CAPITAL CONNECTION, INC.

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

| United Auto Group, In | <i>C</i> . |
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| | LTD Partnership File |
| | Foreign Corp. File |
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| | Fictitious Name File |
| | Trade/Service Mark |
| | Merger File |
| | Art. of Amend. File |
| | RA Resignation |
| | Dissolution / Withdrawal |
| | Annual Report / Reinstatement |
| | Cert. Copy |
| | tPhoto Copy |
| | Certificate of Good Standing |
| | Certificate of Status |
| | Certificate of Fictitious Name |
| | Corp Record Search |
| | Officer Search |
| | Fictitious Search |
| Signature | Fictitious Owner Search |
| | Vehicle Search |
| • | Driving Record |
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| | UCC 11 Retrieval |
| Walk-In Will Pick Up | Courier |

ARTICLES OF INCORPORATION

OF

UNITED AUTO GROUP, INC.

ARTICLE 1

<u>NAME</u>

The name of this corporation shall be:

UNITED AUTO GROUP, INC.

ARTICLE 11

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 111

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE 1V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4067 NE 6TH AVENUE FT LUDERDALE, FL. 33334

and the initial registered agent of this corporation at the above address is:

NOAH SMITH

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be:

4067 NE 6TH AVENUE FT. LAUDERDALE, FL. 33334

ARTICLE VI

DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

NOAH SMITH 4067 NE 6TH AVENUE FT. LAUDERDALE, FL. 33334

ARTICLE V11

INCORPORATOR

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

NOAH SMITH 4067 NE 6TH AVENUNE FT LAUDERDALE, FL. 33334

ARTICLE VIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 1X

INDEMNIFICATION

The corporation shall indemnify any director or officer or former director or officer to the full extent permitted by law.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

In Witness whereof, the undersigned subscriber has executed these Articles of Incorporation on this ______ day of _______, 2004.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

NOAH SMITH Registered Agent

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SECRETARY OF STATE