

PO6000002024

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000292337 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN -5 PM 12:16

**FLORIDA PROFIT CORPORATION OR P.A.**  
*NELMS MOTOR CO.*  
~~**AUTO-BROKERS OF AMERICA, INC.**~~

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

B. McKnight JAN 06 2006

Electronic Filing Menu

Corporate Filing

Public Access Help



December 28, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE

SUBJECT: AUTO BROKERS OF AMERICA, INC.  
REF: W05000036659

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P05000029564.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

FAX Aud. #: H05000292337  
Letter Number: 305A00073738

P.O. BOX 6327 - Tallahassee, Florida 32314

H05 000292337  
CERTIFICATE OF INCORPORATION  
OF  
NELMS MOTOR CO.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

NELMS MOTOR CO.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida and:

TO ENGAGE IN AUTO SALES.

and to do any and all things necessary for the carrying out of this business or any sidelines thereto.

- (a) To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

GEORGE B. GROSHEIM  
ACCOUNTING SERVICES OF SO. FLORIDA  
901 S.E. 7<sup>TH</sup> CT.  
DEERFIELD BEACH, FL. 33441  
(954) 481-9844

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN -5 PM 12:16

H05 000292337

- (b) To acquire its own bonds or other obligations or shares of its Capital Stock and to resell or otherwise dispose of the same from time to time to such extent and in such manner and upon such terms as the Board of Directors may determine.
- (c) To enter into, make and perform contracts of every nature, sort and description, which may be necessary or convenient to the carrying out of this business, with any person, firm, association, corporations, municipality, body politic, county, state or government or dependency agency thereof.
- (d) To create, construct, develop, operate, plan and produce any and all types, forms and kinds of advertising media of whatsoever kind and nature or promotion of sales, development of any product or products or any part thereof, without restrictions or limit as to amount in any State of the United States or elsewhere.
- (e) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided that the same be not contrary with the laws under which the corporation is organized.
- (f) To do all and everything necessary or proper for and in general the carrying on of any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed there-under and to do any and all of the things herein above set forth as principle, agent or otherwise, either alone or in conjunction with others and in any part of the world.

### ARTICLE III

#### STOCK

The authorized Capital Stock of this Corporation shall consist of 100 \_\_\_\_\_ shares of common stock of \$ 1.00 par value per share which shall be issued for such consideration as may be fixed by the Board of Directors of the Corporation.

### ARTICLE IV

#### CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$ 100.00 .

## ARTICLE V

### CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved by law.

## ARTICLE VI

### PRINCIPAL OFFICE

The registered and principal place of business of this corporation shall be at  
901 S.E. 7TH CT., DEERFIELD BEACH, FL 33441

and the Registered Agent at this place of business will be GEORGE B. GROSHEN  
with the privilege of having branch or other offices at other places within or without the  
State of Florida or elsewhere.

## ARTICLE VII

### NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which  
shall consist of person (s). (2)

## ARTICLE VIII

### DIRECTORS

The name and address of the members of the first Board of Directors who shall  
hold office for the first year of the Corporation's existence or until his successor is  
elected and has qualified is as follows:

NAME:	OFFICE	ADDRESS
JOSEPH NELMS	PRES./DIR	3445 COQUINA TERR. MALABAR, FL 32950
CHRISTOPHER J. NELMS	SECT. TREAS./DIR.	8301 W. MCNAB RD. TAMARAC, FL 33321

## ARTICLE IX

### SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares subscribed for by each are as follows:


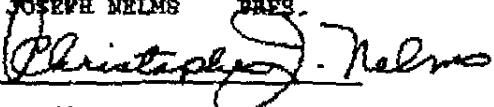
NAME:	ADDRESS:	NO. OF SHARES:	VALUE:
JOSEPH NELMS	3445 COQUENA TERR, MALARAR, FL 32950	50	\$50.00
CHRISTOPHER J. NELMS	8301 W. MENAB RD. TAMARAC, FL 33321	50	\$50.00

## ARTICLE X

### SPECIAL PROVISIONS

- (a) No contract or other transaction between the corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors or Officers of the corporation, is, or are interested in, or are directors or officers of such other corporation, and any director, individually or jointly, may be a part or parties to, or may be interested in such contract or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or officer of the corporation is a person or party to or are interested in such issue or contract, act or transaction, or is in any way connected with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested, and any director of the corporation and such subsidiary or controlled corporation.
- (b) The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon stockholders are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, being all of the original subscribers to the Capital Stock herein above named, have hereunto set our hands and seals 4th day of JANA.D. at Deerfield Beach, Florida.  
2006

  
JOSEPH NELMS PRES.  
  
CHRISTOPHER J. NELMS SECY/Treas.

STATE OF FLORIDA  
SS  
COUNTY OF BROWARD

BEFORE ME, an officer duly authorized to administer oaths and acknowledgements, in the State and County aforesaid, personally appeared

JOSEPH NELMS AND CHRISTOPHER J. NELMS  
to me well known to be the person(s) who executed the above and foregoing Certificate of Incorporation of - NELMS MOTOR CO.

and acknowledged before me, according to law, that they made and subscribed to the same for the uses and purposes therein mentioned, stated and set forth.

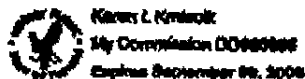
IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
2006 A.D.  
6



NOTARY PUBLIC

KAREN L. KMIECIK

5



H05000292337

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said act:

First, that . NELMS MOTOR CO.

desiring to organize under the laws of Florida, with its principal office, as indicated in the  
Articles of Incorporation, at the City, Florida, hereby designates GEORGE B. GROSHEIM  
as its agent to accept service of process for the above stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply  
with the provisions of said Act relative to keeping open said office.

  
GEORGE B. GROSHEIM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN -5 PM 12:16

H05000292337