

P06000045117

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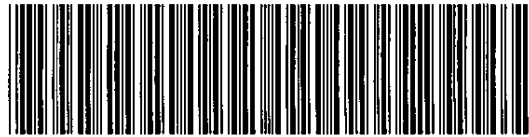
(Business Entity Name)

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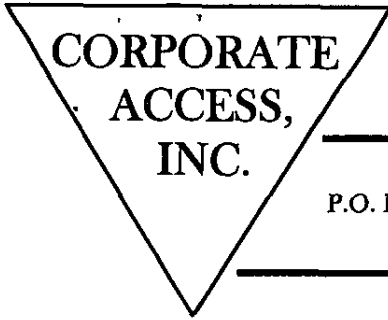
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Amend v Rest
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EXAMINER



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Amend

1. Hanania Automotive Corp. Three

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HANANIA AUTOMOTIVE CORP. THREE,
A FLORIDA CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Florida Corporation adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on March 28, 2006; Document Number P06000045117.

ARTICLE I - NAME

The name of this Corporation is:
Hanania Automotive Corp. Three

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is:

7220 Blanding Boulevard
Jacksonville, FL 32244

The mailing address of the Corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

This Corporation commenced its corporate existence on March 28, 2006. This Corporation shall exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSE

This Corporation is organized for the following purposes:

(a) Retail and wholesale sales, service, and parts, of and for, new and used motor vehicles; and

(b) The transaction of any and all other lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et, seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue one hundred thousand (100,000) shares with a par value of One and NO/100 Dollars (\$1.00) per share. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute Book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration as determined from time to time by the Board of Directors. Said consideration is to be paid in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation is:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, FL 32244

ARTICLE VII - BOARD OF DIRECTORS

The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The names and addresses of the Directors are as follows:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, FL 32244

Deborah S. Hanania
7200 Blanding Boulevard
Jacksonville, FL 32244

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLES IX - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, Director, or person exercising the powers and duties of an Officer or Director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or to adopt new provisions. These Amended and Restated Articles of Incorporation may be amended by a simple majority vote (greater than 50.0%) of the voting stock of the Corporation that is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose, at which a quorum is present. These Amended and Restated Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - ADOPTION

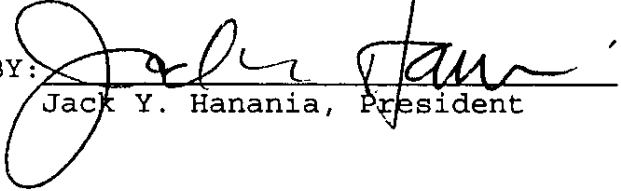
These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation and a unanimous vote of the Shareholders of the Corporation, which was a sufficient number to approve these

Amended and Restated Articles of Incorporation, on August 3,
2009.

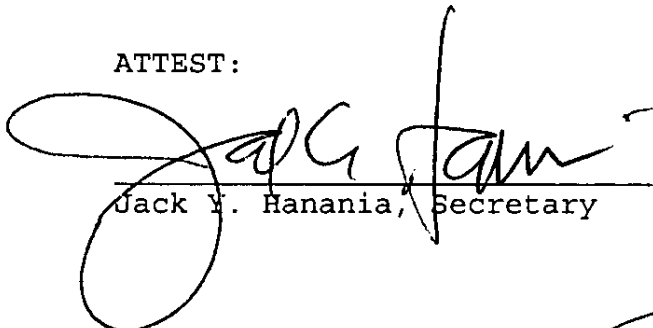
IN WITNESS WHEREOF, the undersigned authorized Officers
have executed these Amended and Restated Articles of
Incorporation on behalf of the Corporation and in their capacity
as Officers and Directors on this 3rd day of August, 2009.

Hanania Automotive Corp. Three,
a Florida corporation

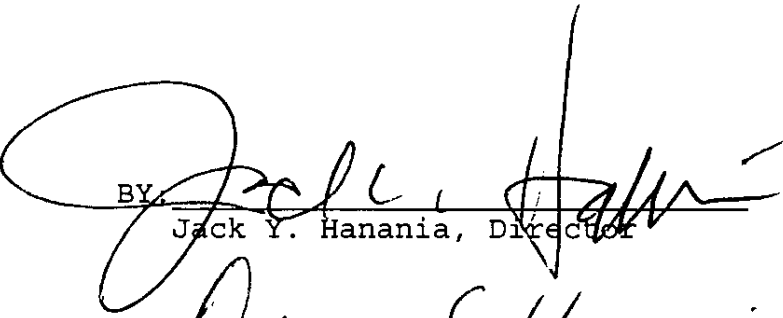
BY:


Jack Y. Hanania, President


ATTEST:


Jack Y. Hanania, Secretary

BY:


Jack Y. Hanania, Director

BY:


Deborah S. Hanania, Director

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR CORPORATION FOR PROFIT**

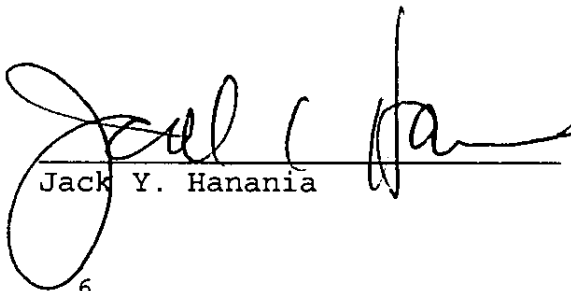
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

Hanania Automotive Corp. Three,
desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of
Incorporation in the State of Florida, has named as its agent to
accept service of process within this State:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, FL 32244

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated Corporation, at the place
designated in this Certificate, I hereby acknowledge that I am
familiar with said laws of the State of Florida, and I hereby
agree to act in this capacity, and I agree to comply with the
provisions of said laws.



Jack Y. Hanania