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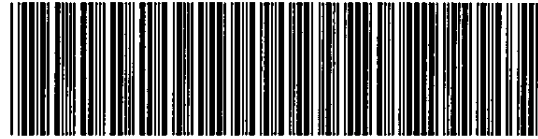
(Business Entity Name)

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07 MAR 30 PM 2: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE APR - 2 2007

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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: AUTOTROPOLIS, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)


*Attached*  
Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☒ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
ADDITIONAL COPY REQUIRED

FROM:

Name (Printed or typed)

*Please mail  
the articles  
to:*  ALESSANDRI & ALESSANDRI, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS  
5121 BHRLIGH ROAD, SUITE 107B  
TAMPA, FLORIDA 33624  
Address

City, State & Zip

*Thank you*  
813-969-1995

Daytime Telephone number

*Attached*  
NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**AUTOTROPOLIS, INC.**

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07 MAR 30 PM 2: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons of legal age, acting as incorporators under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation shall be:

Autotropolis, Inc.

(herein after "Corporation")

with its principal office located at:

11041 Countryway Blvd.

Tampa, Florida 33626

**ARTICLE II**

**Purpose**

The Corporation may engage or transact in any or all lawful activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

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## **ARTICLE III**

### **Powers of Corporation and Term of Existence**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

The Corporation shall have perpetual existence.

## **ARTICLE IV**

### **Stock Clause**

The aggregate number of shares of stock which this Corporation shall have authority to issue is 1,000 shares of common stock (each with no par value).

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of the stock.

## ARTICLE V

### **Bylaws and Amendment**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

## ARTICLE VI

### **Subscribers, incorporators, and Directors**

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

Name  
William Ferriolo

Address  
11041 Countryway Blvd.  
Tampa, Florida 33626

## **ARTICLE VII**

### **Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

## **ARTICLE VIII**

### **Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation;

## **ARTICLE IX**

### **Directors**

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or

decreased, but shall never be less than one (1) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

## **ARTICLE X**

### **Long Term Employment Contract**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## ARTICLE XI

### Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

## ARTICLE XII

### Effective Date

The date that corporate existence shall begin shall be *April 1, 2007* ~~February 15, 2007~~ except that if the Articles of Incorporation are not filed with the Florida Department of State within 5 business days the Corporation's business will commence upon the filing with the Florida Department of State. This election is pursuant to Florida Statute 607.167

This effective date is requested for accounting purposes only.



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## **ARTICLE XIII**

### **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 11041 Countryway Blvd. Tampa, Florida 33626. The name of the Registered Agent of this corporation is William Ferriolo at the above office address.

## **ARTICLE XIV**

### **Fiscal Year and Section 1244, Election of IRC Sub-Chapter S**

The fiscal year for this Corporation shall end on December 31. The Company elects the provision of Section 1244 and Sub Chapter S of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation,  
executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this  
19 day of March, 2007

William Ferriolo

William Ferriolo.

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, the above signed officer, duly authorized to administer oaths and take  
acknowledgments, personally appeared William Ferriolo who after being duly cautioned and  
sworn, did depose and say that she had affixed his name to the foregoing Articles of  
Incorporation of Autotropolis, Inc. as the original subscriber to said corporation, for the purposes  
therein expressed.

WITNESS my hand and official seal at Hillsborough County, Florida, this 19th day of  
March, 2007.



Maurice Randall, II  
My Commission DD232022  
Expires July 14, 2007

Maurice Randall, II

Notary Public

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
Autotropolis, Inc.

  
William Ferriolo

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA