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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 21 PM 12:08

EP 4/23/08

**RANDALL N. THORNTON**

ATTORNEY AT LAW

POST OFFICE BOX 58

**LAKE PANASOFFKEE, FLORIDA 33538**

2031 NORTH C-470

RTHORNTONATTY@EARTHLINK.NET

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April 17, 2008

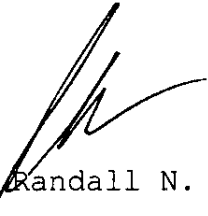
Florida Secretary of State  
New Corporations Division  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Fl 32301

Re: FROST AUTOMOTIVE, INC.

Dear Sir:

Enclosed are the Articles of Incorporation on the above. Please file and issue a certified copy. Enclosed is my check for \$78.75.

Since time is of the essence, please let me know immediately if there is any problem with the chosen name.



Randall N. Thornton

encl.

ARTICLES OF INCORPORATION 08 APR 21 PM 12:08  
OF  
FROST AUTOMOTIVE, INC.

ARTICLE I. NAME

The name of this corporation is FROST AUTOMOTIVE, INC.

ARTICLE II. PURPOSE

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

ARTICLE III. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV. CAPITAL STOCK

The capital stock of the corporation shall be 205,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation shall be 12295 CR 103 Oxford, Fl 34484, and the mailing address is 12295 CR 103 Oxford, Fl 34484.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 2031 North C-470 Lake Panasoffkee, Fl 33538. The name of the initial registered agent at that address is RANDALL N. THORNTON.

ARTICLE VII. SUBSCRIBER AND INITIAL OFFICER

The name and address of the persons signing these articles of incorporation as subscribers and the initial officers of the corporation are:

President: BILLY CALLAWAY 12295 CR 103 Oxford, Fl 34484

Vice President, Sec. & Treas.: JALAINÉ CALLAWAY 12295 CR 103 Oxford, Fl 34484

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the

board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 17<sup>th</sup> day of April, 2008.

Billy Callaway  
BILLY CALLAWAY  
Jalaine Callaway  
JALAIN CALLAWAY

STATE OF FLORIDA  
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of April, 2008, by BILLY CALLAWAY and JALAINED CALLAWAY.



Marsha L. Martz  
Notary Public, State of FL  
My Commission Expires: \_\_\_\_\_

Personally known ✓ or produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_

I hereby accept the appointment as registered agent and agree to act in this capacity for the foregoing corporations.

Randall N. Thornton  
RANDALL N. THORNTON

STATE OF FLORIDA  
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of April, 2008, by RANDALL N. THORNTON.

Marsha L. Martz  
Notary Public, State of FL  
My Commission Expires: \_\_\_\_\_

Personally known ✓ or produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_



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