

# KEITH ASSOCIATES, INC.

Accounting and Tax Professionals

1722 Staysail Drive

Valrico, FL 33594

(813) 653-1968

W. Curtis Keith

W. Corey Keith

Christine Cullen-Keith

Ken Keith

Sylvia Keith

19500007827

January 18, 1995

Secretary of State  
Division of Corporations  
P. O. Box 607  
Tallahassee, FL 32302

RE: TRANSPORT AUTO SALES, INC.

To Whom It May Concern.

Enclosed please find an original and one copy of the Articles of Incorporation for TRANSPORT AUTO SALES, INC. Also enclosed is our check for (\$70.00) seventy dollars to cover the filing fee costs.

Please return one copy and the completed paper work to our office at 1202 Monte Lake Dr., Valrico, Fl. 33594.

If you have any questions regarding the same, do not hesitate to call us at (813) 653-1968.

Respectively Submitted,

*Ken Keith*

Ken Keith  
Vice President, Keith Associates

EFFECTIVE DATE

1-19-95

FILED  
95 JAN 26 AM 8 45  
SECRETARY OF STATE  
TALLAHASSEE, FL  
VALE

T. BROWN JAN 31 1995

ARTICLES OF INCORPORATION  
OF  
TRANSPORT AUTO SALES, INC.

FILED  
95 JAN 26 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE

1-19-95

The name of this corporation is TRANSPORT AUTO SALES, INC. and its place of business is 1104 B South 78th Street, Tampa, Fl. 33619.

ARTICLE II

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation, or date of receipt by the Secretary of State, whichever is earlier.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of Ten Cents (0.10) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Ismael Velazquez  
1104 B South 78th Street  
Tampa, Fl. 33619

## ARTICLE XI

### PREEMPTIVE 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 the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted 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 preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of notice from the corporation.

## ARTICLE XII

### INDEMNIFICATION

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

## ARTICLE XIII

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

## ARTICLE XIV

### LONG - TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods 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 the contract.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation is:

Ismael Velazquez  
1104 B South 78th Street  
Tampa, Fl. 33619

ARTICLE VII  
INCORPORATOR

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

Ismael Velazquez  
1104 B South 78th Street  
Tampa, Fl. 33619  
ARTICLE VIII

AMENDMENT

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

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

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.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this JAN 19 day of JAN, 1995.

Ismael Velazquez  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 19 day of JAN, 1995, by ISMAEL VELAZQUEZ, who is personally known to me or who has produced FL ID No. V42240045164 as identification and who did (did not) take an oath.

Carol Rudolph Jr

NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



COUNCIL RUDOLPH, JR.  
COMMISSION # CC 421552  
EXPIRES DEC 27, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept and act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statute 607.325.

Ismael Velazquez

Registered Agent

995000007827

(Requestor's Name)

TRANSPORT AUTO SALES, INC.  
1104 B S. 78th ST.  
TAMPA, FL. 33619

OFFICE USE ONLY

200001524352  
-06/27/95--01067--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amended*  
*TRB*  
*6/29*

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 29, 1995

**TRANSPORT AUTO SALES, INC.**  
1104 B S. 78TH STREET  
TAMPA, FL 33619

**SUBJECT: TRANSPORT AUTO SALES, INC.**  
Ref. Number: P95000007827

We have received your document for TRANSPORT AUTO SALES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 995A00031891

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**

TRANSPORT AUTO SALES, INC.

(present name)

FILED  
95 JUL -5 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V shall read Oswaldo Brito as registered agent. Mr. Valesquez has resigned and is no longer the registered agent.

ARTICLE VI Shall read Oswaldo Brito as director of this corporation.

~~ARTICLE VII shall read Oswaldo Brito as incorporator.~~  
**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: June 22, 1995

**FOURTH:** Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

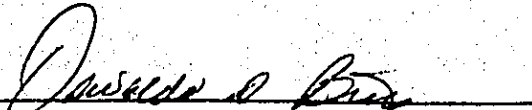
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)



Signed this 22nd day of June, 1995.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Oswaldo Brito

Typed or printed name

Vice President

Title

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: TRANSPORT AUTO SALES, INC.

1b. The mailing address of the corporation is: 1104B S 78TH ST  
TAMPA, FL 33619.

1c. Date of incorporation: JAN 19 1995 Document number: P95000007827

2. The name and address of the current registered agent and office:

ISMAEL VELAZQUEZ  
1104B S 78TH ST  
TAMPA FL 33619.

3. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

OSWALDO D. BRITO  
1104B S 78TH ST.  
TAMPA FL 33619.

FILED  
95 JUL -5 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Maribel Brito  
(Signature of an officer, chairman or vice chairman of the board)

6-22-95  
(Date)

MARIBEL BRITO (President)  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Oswaldo D Brito  
(Signature of Registered Agent)

6/30/95  
(Date)

If signing on behalf of an entity:

OSWALDO D. BRITO  
(Typed or Printed Name)

Vice Pres.  
(Capacity)

April 2, 1995

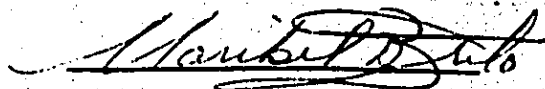
Transport Auto Sales:

I, Ismael Velasquez, do hereby resign as President of Transport Auto Sales, Inc., effective immediately. I have redeemed One Hundred (100) shares of Transport Auto Sales Stock for money or other consideration.

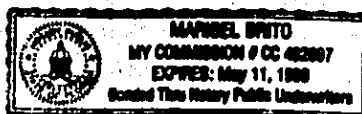
Sincerely,

  
Ismael Velasquez

Suscribed and sworn to me this 26 day of May 1995



Notary Seal



795 00000 7827

DEFINITION MEMORANDUM

FOR OFFICIAL USE

TO :  
DEPARTMENT OF STATE

DATE

NUMBER

7-17-95

127

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,096.25	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
<b>TOTAL</b>	<b>1,096.25</b>	<b>OTHER</b>	<b>4</b>

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	35.00
12	45-20-2-130001-45300000-30-000100-00	4	61.25
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	200.00
12	45-20-2-130001-45300000-00-000100-00	4	200.00
12	45-20-2-130001-45300000-00-000100-00	4	200.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00

GRAND TOTAL:

\$ 1,096.25

60127-A

95 JUL 27 11:11:06

RECEIVED

Process Date: 07/07/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

*Bill Nelson*

State Treasurer

P95000007827

Please Forward all  
Correspondence To:

Oswaldo D. Brito  
1738 Greenridge Rd  
TAMPA FL 33619.

700001687067  
-01/11/96--01072--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Voldis*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 11 PM 2:09

TLL JAN 12 1996

ARTICLES OF DISSOLUTION

FILED STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
95 JAN 11 PM 2:09

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Transport Auto Sales, Inc.

SECOND: The date dissolution was authorized: JANUARY 1, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by Oswaldo D Brito, Maribel Brito." ]  
(voting group)

Signed this 9 day of January, 19 96.

Signature

Oswaldo D Brito  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

OSWALDO D. BRITO  
(Typed or printed name)

Vice Pres / REG. AGT.  
(Title)