

P95000012967

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: NETWORK AUTOBROKERS OF FLORIDA, INC

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR  
CHECK FOR \$ 70.00

FROM: DAWN L. BERGNER  
1180 C PONDELLA RD,  
N. FT. MYERS, FL 33903  
(813) 458-2449

100000012967  
01/13/95 10:00:00  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
DIVISION OF STATE  
CORPORATIONS  
95 FEB 15 PM 2:23

**NOTE\*** PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION  
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL DAWN L. BERGNER  
AT (813) 458-2449 AND THANK YOU.

W95-1078  
502



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 13, 1995

DAWN L. BERGNER  
1180-C PONDELLA ROAD  
NORTH FORT MYERS, FL 33903

SUBJECT: NETWORK AUTOBROKERS OF FLORIDA, INC.  
Ref. Number: W95000001078

We have received your document for NETWORK AUTOBROKERS OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-0915.

Kevin Nickens  
Document Specialist

Letter Number: 095A00001739

ARTICLES OF INCORPORATION

OF

NETWORK AUTOBROKERS OF S.W. FLORIDA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 15 PM 2:23

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE  
NETWORK AUTOBROKERS OF S.W. FLORIDA, INC

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF SALES AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 100 PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

## ARTICLE VI. TRANSFER RESTRICTIONS

NO SHAREHOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE ONE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

DAWN L. BERGNER 1180 C PONDELLA RD. N. FT. MYERS, FL. 33903

## ARTICLE VIII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

## ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

1180 C PONDELLA RD. N. FT. MYERS, FL. 33903

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

DAWN L. BERGNER

ARTICLE X. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS

DAWN L. BERGNER 1180 C PONDELLA RD. N. FT. MYERS, FL 33903

ARTICLE XI. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION

Dawn L. Bergner  
INCORPORATOR - DAWN L. BERGNER

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF NETWORK AUTOBROKERS OF S.W. FLORIDA, INC. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR NETWORK AUTOBROKERS OF S.W. FLORIDA, INC.

Dawn L. Bergner  
REGISTERED AGENT - DAWN L. BERGNER

STATE OF FLORIDA

COUNTY OF LEE

ON Feb 11, 1995, DAWN L. BERGNER, DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF NETWORK AUTOBROKERS OF S.W. FLORIDA, INC.

Harry L. Smelser  
NOTARY PUBLIC

Harry L. Smelser  
NOTARY PUBLIC - PRINTED NAME



HARRY L. SMELSER  
My Commission CC264323  
Expires Mar 11 1997  
Huckleberry Associates Inc  
800 422 1555

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

( SEAL )