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CONE, PURCELL & FLANAGAN, P.A.

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225 WATER STREET

JACKSONVILLE, FLORIDA 32202-4427

FRED M. CONE, JR.  
THOMAS K. PURCELL  
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JONATHAN L. HAY  
FRANK J. YONG  
DANIEL J. PROBST

March 3, 1995

TELEPHONE  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

1000001421831  
-03/06/95--01032--015  
\*\*\*122.50 \*\*\*122.50

RE: New Cars of Florida, Incorporated

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for New Cars of Florida, Incorporated.

Please file the original of the Articles, and certify and return the copy to me. Enclosed is our check in the amount of \$122.50 computed as follows:

|                      |              |
|----------------------|--------------|
| Filing Fee           | \$ 35.00     |
| Certified Copy       | 52.50        |
| Registered Agent Fee | <u>35.00</u> |

TOTAL.... \$122.50

If you have any questions, please call.

Very truly yours,

*Jonathan L. Hay*

Jonathan L. Hay

JLH/eb  
enclosures

c: Mr. Bill Olive

95 MAR -6 AM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
NEW CARS OF FLORIDA, INCORPORATED

FILED

55 MAR -6 AM 1:35

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I  
Name

Section 1.1. Name. The name of this corporation shall be NEW CARS OF FLORIDA, INCORPORATED.

Article II  
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 3651 St. Johns Avenue, Suite 200, Jacksonville, Florida 32205.

Article III  
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV  
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Bill Olive  
3651 St. Johns Avenue, Suite 200  
Jacksonville, Florida 32205

**Article V**  
**Incorporator**

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Bill Olive  
3651 St. Johns Avenue, Suite 200  
Jacksonville, Florida 32205

**Article VI**  
**Duration**

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

**Article VII**  
**Purposes**

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The name and street address of the initial directors of the corporation are:

Bill Olive  
3651 St. Johns Avenue, Suite 200  
Jacksonville, Florida 32205

Gary Kelly  
4302 Water Oak Lane  
Jacksonville, Florida 32210

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to

fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article IX**  
**Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article X**  
**Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 28<sup>th</sup> day of February, 1995.

Bill Olive  
BILL OLIVE

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,  
Florida Statutes, the following is submitted:

NEW CARS OF FLORIDA, INCORPORATED, desiring to organize or  
qualify under the laws of the State of Florida hereby designates  
Bill Olive as its registered agent to accept service of process  
within the State of Florida and the address of its registered  
office shall be 3651 St. Johns Avenue, Suite 200, Jacksonville,  
Florida 32205.

DATED this 28<sup>th</sup> day of February, 1995.

Bill Olive  
BILL OLIVE

FILED  
MAR - 6 11 37  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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 accept the appointment as registered  
agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

DATED this 28<sup>th</sup> day of February, 1995.

Bill Olive  
BILL OLIVE

ARTINC.NCF