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TIT L I E T E R

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**SUBJECT: LEMON DETECTORS INC.** Reservation Number R95000000853

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$78.75 for the filing fee and certificate.

**FROM:** Mitchell Sequera  
404 Brooker Road  
Brandon, Florida 33511-7218  
(813) 662 - 0431

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ARTICLES OF INCORPORATION OF  
LEMON DETECTORS INC.  
A FLORIDA CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of incorporation.

Article I - Name

The name of the corporation is Lemon Detectors Inc. and the address of the aforementioned is 404 Brooker Road, Brandon, FL 33511-7218. This corporate name may be changed as deemed necessary by the board of directors and as permitted by law.

Article II - Term

The duration of the corporation is perpetual. The date and time of the start of corporate existence is when the articles are received in the office of the Secretary of State.

Article III - Purpose

The general purposes for which the corporation is organized are:

- 1) To negotiate purchase prices for new and used vehicles on behalf of potential buyers.
- 2) To perform unbiased pre-purchase inspections on used vehicles.
- 3) To generally do all acts reasonable, necessary, and legal for the furtherance of the foregoing business.

Article IV - Capital Stock

a) The total number of shares of all classes of stock which the corporation will have authority to issue is fifty thousand (50,000) of which 50,000 will be common stock with no par value and voting rights.

b) The total authorized capital stock of this corporation will be two hundred (200) shares of common stock with voting rights.

c) In the event of the liquidation or dissolution, or the winding up of the business affairs of the corporation, the remaining assets of the corporation will be distributed among the holders of common stock to the extent of their respective shares.

Article V - Redemption of Shares

By a unanimous vote of a full board of directors, any and all shares of stock of the corporation held by such holder or holders as may be designated in such vote may be called at any time for purchase, retirement or cancellation in connection with any reduction of capital stock at the book value of such shares as determined by the board of directors as of the close of the month

next preceding such vote. Such determination, including the method thereof and the matters considered therein, shall be final and conclusive.

Not less than 30 days prior to the day for which a call of stock for purchase, retirement or cancellation is made, notice of such call shall be mailed to each holder of shares of stock called at his or her address as it appears on the corporation's books. The corporation will, not later than 30 days after said day, issue a certified check for the book value of said stock in the name of the holder who's stock was called. After such notice and payment all shares so called shall be deemed to have been transferred to the corporation, retired, or canceled as the case may be, and the holder shall cease to have, in respect thereof, any claim to future dividends or other rights as stockholder, and shall be entitled only to the sums so issued by way of certified check. Any shares so acquired by the corporation may be held and may be disposed of at such times, in such manner and for such consideration as the board of directors shall determine.

#### Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, will have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

#### Article VII - Registered Office and Agent

The registered office of the corporation will be at 404 Brooker Road, Brandon, FL 33511-7218 and the name of the initial registered agent at such address is Beth L. Sequera. Either registered office or the registered agent may be changed in a manner provided by law.

#### Article VIII - Incorporators

The names and addresses of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Mitchell Sequera	404 Brooker Road Brandon, FL 33511-7218
Beth L. Sequera	404 Brooker Road Brandon, FL 33511-7218

#### Article IX - Directors & Restrictions

a) The number of directors constituting the initial Board of Directors is two (2). The number of directors may be either increased or decreased from time to time by the bylaws but will

never be less than two (2). The names and addresses of each person who to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Mitchell Sequera	404 Brooker Road Brandon, FL 33511-7218
Beth L. Sequera	404 Brooker Road Brandon, FL 33511-7218

b) No actions regarding the corporation outside of the scope of everyday business will be taken by any board member or officer or assistant officer without unanimous consent of the board of directors.

c) Upon the resignation, dismissal, disability, or death of any board member, all stock interests belonging to said board member must be sold only to the existing share holders of the same series unless provisions have been made with and approved by the board of directors.

d) The corporation will not be responsible for any personal debts incurred by any board member, officer, assistant officer, or anyone employed by the Corporation.

e) The board of directors shall not create, amend, or repeal any restrictions of the board of directors without unanimous consent from a full meeting of the board of directors. This may be changed to majority consent as the corporation grows and more board members are appointed to afford a majority.

#### Article X - Bylaws

The power to adopt, alter, amend, appeal or repeal the bylaws shall be vested solely in the Board of Directors.

#### Article XI - Subchapter S Election

Whereas, the corporation qualifies as a small business corporation under Section 1362 of the Internal Revenue Code of 1986, as amended, the Board of Directors deems it to be in the best interests of the corporation and the shareholders to elect to be taxed as a small business corporation under the Internal Revenue Code of 1986, as amended. The election to be so taxed will be submitted to the shareholders for their consent. Upon obtaining such consent, the officers of the corporation shall prepare and submit the necessary documents and forms in order to be taxed as a small business corporation under the Internal Revenue Code of 1986, as amended.

Article XII - Amendment

The board of directors reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

We, the undersigned, being all the incorporators above named, in order to form a corporation according to the Florida Business Corporations Act, do sign and acknowledge these articles of incorporation this 6th day of MARCH, 1995.

Mitchell Sequera

Beth L. Sequera

Mitchell Sequera  
Beth L. Sequera

## **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

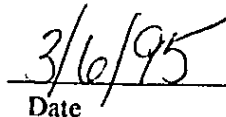
Pursuant to Florida Law, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **Lemon Detectors Inc.**
2. The name and address of the registered agent and office is:

Beth L. Sequera  
404 Brooker Road  
Brandon, Florida 33511-7218

Having been named as registered agent and 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.

  
Signature

  
Date