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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: JOHNSON, BLAKELY, POPE, BOKOR, RI
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SATURN OF PORT RICHEY, INC.
FAX AUDIT NUMBER: H95000004319
DATE REQUESTED: 4/18/1995
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SATURN OF PORT RICHEY, INC.

FILED
55 APR 18 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name and Address

The name of this corporation is SATURN OF PORT RICHEY, INC. The mailing address of the corporation is: 2339 Gulf-to-Bay Blvd., Clearwater, FL 34625. The address of the corporation's principal office is 2339 Gulf-to-Bay Blvd., Clearwater, FL 34625.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 7,500 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

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

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2339 Gulf-to-Bay Blvd., Clearwater, FL 34625, and the name of the initial registered agent of this corporation at that address is PAUL B. LOKEY.

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No. 0150340

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ARTICLE VI - Incorporator

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

NameAddress

PAUL B. LOKEY, as President of
Lokey Oldsmobile, Inc.

2339 Gulf-to-Bay Blvd.
Clearwater, FL 34625

ARTICLE VII - Indemnification

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

ARTICLE VIII - Amendment

This corporation 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of APRIL, 1995.

LOKEY OLDSMOBILE, INC.

By: 
Paul B. Lokey, President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, SATURN OF PORT RICHEY, INC., desiring to organize under the laws of the State of Florida, hereby designates PAUL B. LOKEY, located at 2339 Gulf-to-Bay Blvd., Clearwater, FL 34625, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


PAUL B. LOKEY

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TALLAHASSEE, FLORIDA

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