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ACCOUNT NO. 071000003
REFERENCE 505466 8631A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 26, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 505466

CUSTOMER NO: 8631A

CUSTOMER: Ms. Mary Jo Wojciecjowski
TREISER KOBZA & VOLPE

Suite 330
4001 Tamiami Trail, North
Naples, FL 33940

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DOMESTIC FILING

NAME: KAR OF NAPLES CORP.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
95 APR 26 PM 2:55
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

FILED

T. BROWN APR 26 1995

ARTICLES OF INCORPORATION

OF

KAR OF NAPLES CORP.

FILED
95 APR 26 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

1. Name:

The name of this corporation is **KAR OF NAPLES CORP.**

2. Duration.

The period of its duration is perpetual.

3. Purpose and Powers.

This corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be five hundred (500) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - Five Hundred (500) Shares

5. Initial Registered Office and Agent.

The Street address of the initial registered office of the corporation is 4001 Tamiami Trail North, Suite 330, Naples, Florida 33940, and the name of its initial registered agent at such address is **MICHAEL J. VOLPE, ESQUIRE.**

6. Place of Business.

The principal of business of this corporation shall be located at 188 Pine Hill Road, Wakefield, Rhode Island 02879, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this corporation.

7. Board of Directors.

The business of this corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the corporation.

The name and address of the initial Director of this corporation is ANTHONY J. ROSE, JR. And KATHLEEN A. ROSE.

8. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporation By-laws are as follows:

A. ANTHONY J. ROSE, JR.- President/ Treasurer
188 Pine Hill Road
Wakefield, RI 02879

B. KATHLEEN A. ROSE
188 Pine Hill Road
Wakefield, RI 02879

9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is Michael J. Volpe, 4001 Tamiami Trail North, Suite 330 Naples, Florida 33940.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

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

12. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of 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 treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted 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 pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

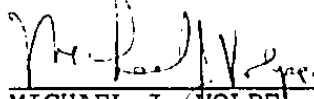
14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles.

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 1995.

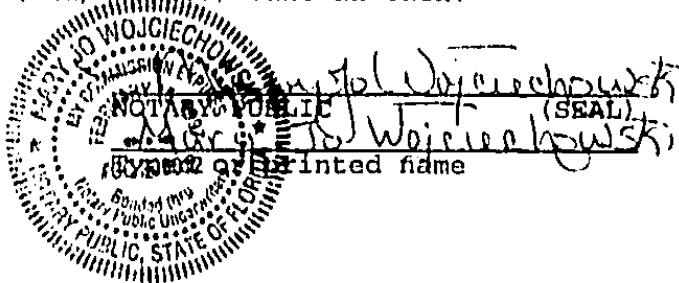


MICHAEL J. VOLPE

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of April, 1995 by MICHAEL J. VOLPE, who (is personally known to me) (has produced a driver's license/picture identification) and who (did/did not) take an oath.

My Commission Expires:



Articles of Incorporation
prepared by:

MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE
4001 Tamiami Trail North, Ste. 330
Naples, Florida 33940
(813) 649-4900

corp/roseKAR.art


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **KAR OF NAPLES CORP.** desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 188 Pine Hill Road, Wakefield, Rhode Island, and has named **MICHAEL J. VOLPE**, whose office address is 4001 Tamiami Trail North, Suite 330, Naples, Florida 33940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL J. VOLPE

FILED
95 APR 26 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA