

SENT CARLTON FIELDS WARD : 5- 8-85 : 3:18PM :

CARLTON, F

CORPORATIONS# 2

P95000035996

5/08/95

FLORIDA DIVISION OF CORPORATIONS

3:04 PM

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TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AVON PARK CHEVY, GEO, OLDS, INC.

FAX AUDIT NUMBER: H95000005144

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[Handwritten signature]

SENT BY: CARLTON FIELDS WARD : 5- 8-95 : 3:17PM : CARLTON, FIELDS- DIV OF CORPORATIONS: # 1/ 4

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

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DATE: May 8, 1995
TO: DIVISION OF CORPORATIONS
COMPANY: FLORIDA DEPARTMENT OF STATE
TELEPHONE NO.: 904-488-9000
TELECOPIER TEL. NO.: 904-922-4000

FROM: KEVIN H. SUTTON
CLIENT/MATTER NO. 30277/57008

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CARLTON, FIELDS- DIV OF CORPORATIONS: # 3/ 4

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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:

The name of the corporation is Avon Park Chevy, Geo. Olds, Inc., a Florida corporation (the "Corporation").

The principal office and mailing address of the Corporation is 2901 34th Street North, St. Petersburg, Florida 33733.

The Corporation shall have authority to issue 7,500 shares of \$1.00 par value common stock.

The street address of the Corporation's initial registered office is 2901 34th Street North, St. Petersburg, Florida 33733 and the name of its initial registered agent at that address is Michael B. Mengher.

The name of the incorporator is Michael B. Maagher and his address is 2901 34th Street North, St. Petersburg, Florida 33733.

The Corporation elects to have preemptive rights.

TABLE 2.3

B95000005144

SENT BY: CARLTON FIELDS WARD : 5- 8-95 : 3:18PM :

CARLTON FIELDS- DIV OF CORPORATIONS: # 4/ 4

H95000005144

**ARTICLE VII
Initial Directors**

The Corporation initially shall have two directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Michael B. Maagher	2901 34th Street North St. Petersburg, Florida 33723
M. Stewart Williams	4500 Winners Circle #2121 Sarasota, Florida 34238

The number of directors may be increased or decreased as provided in the Corporation's bylaws; provided that the Corporation shall always have at least one director.

Dated this 8th day of May, 1995.


Michael B. Maagher, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, the undersigned: (i) agrees to act in this capacity; (ii) agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) accepts the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Statutes.

Dated this 8th day of May, 1995.


Michael B. Maagher, Registered Agent

P95000035996

SENT BY: CARLTON FIELDS

: 6- 2-95 : 3:47PM :

CARLTON.FIELDS- DIV OF CORPORATIONS:# 2/ 3

6/02/95

FLORIDA DIVISION OF CORPORATIONS

3:22 PM

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TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI

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CONTACT: ANNE KLLIS

FAX: (904) 922-4000

PHONE: (813) 223-7000

FAX: (813) 229-4133

((H95000006204))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: AVON PARK CHEVY, GEO, OLDS, INC.

FAX AUDIT NUMBER: H95000006204

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/02/1995

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TL3

SENT BY: CARLTON FIELDS

: 6- 2-95 : 3:46PM :

CARLTON, FIELDS- DIV OF CORPORATIONS: # 1 / 3

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

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PLEASE REPLY TO: TAMPA
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DATE: June 2, 1995
TO: DIVISION OF CORPORATIONS
COMPANY: FLORIDA DEPARTMENT OF STATE
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TELECOPIER TEL. NO.: 904-922-4000

FROM: Nathaniel L. Doliner
CLIENT/MATTER NO. 30277/57008
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AVON PARK CHEVY, GEO, OLDS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Avon Park Chevy, Geo, Olds, Inc. (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

- (a) The name of the corporation is Avon Park Chevy, Geo, Olds, Inc.
- (b) The text of the amendments to the Corporation's Articles of Incorporation are as follows:

(1) Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"ARTICLE I
Name**

The name of the corporation is Avon Park Chevrolet, Geo, Oldsmobile, Inc."

(2) Article III of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"ARTICLE III
Stock**

The Corporation shall have authority to issue 10,000 shares of \$1.00 par value common stock. The common stock of the Corporation shall be divided into two (2) classes, 100 shares thereof being known as Class A common stock, and 9,900 shares thereof being known as Class B common stock. The Class B common stock shall be distinguished from the Class A common stock in that the Class B common stock shall have no voting privilege or power. In all other instances, the Class B common stock shall have full rights, privileges and powers with the Class A common stock."

- (c) The amendments were adopted on the 31 day of May, 1995.
- (d) The amendments were duly approved by the shareholders of the Corporation and the number of votes cast for the amendments by the shareholders was sufficient for approval.

Dated as of the 31 day of May, 1995.

AVON PARK CHEVY, GEO, OLDS, INC.

By: Michael B. Mcagher
Michael B. Mcagher, President

Carlton, Fields, Ward, Emmanuel,
Smith & Cutler, P.A.
One Harbour Place, 5th Floor
Tampa, Florida 33602 (813-223-7900)
Nathaniel L. Doliner (Fla. Bar No. 161506)

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95 JUN -2 PM 4: 16