

F95000040840

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 10:40

W95-10748

5/22/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>W</u>	_____	_____

WALK-IN Will Pick Up 5-22

RE: Pre-Recorded Audio, Inc.

95 MAY 22 11:10:24

DIVISION OF CORPORATION

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Cert. Copy(s)		
<input checked="" type="checkbox"/> Photo Copy		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 MAY 23 AM 10 43
DIVISION OF CORPORATIONS

May 22, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: PREFERRED AUTO, INC.
Ref. Number: W95000010748

We have received your document for PREFERRED AUTO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 495A00025994

Corrected

ARTICLES OF INCORPORATION

of

PREFERRED AUTO BROKERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 24 AM 10:40

I, the undersigned subscriber to these Articles of Incorporation, am a natural person, competent to contract and adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation shall be:

PREFERRED AUTO BROKERS, INC.

ARTICLE II

The general powers, purposes and nature of the business to be transacted, promoted or carried on by this Corporation are as follows:

A. To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bond, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities, and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of this corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferors; and to hold, or in any manner dispose of the whole or any part of the property and assets so acquired or purchased; and, to utilize, enjoy and

conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient to conduct, manage and carrying on such business.

B. To borrow or raise money for any of its purposes without limits as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any manner whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of this Corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of all or any part of the property, real or personal, of this Corporation, or of all or any of its rights or interest therein, whatsoever situated, and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this Corporation for its corporate purposes.

C. To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the above purposes, or the attainment of any one or more of the objects herein enumerated or designated; directly or indirectly, to promote the interests of this Corporation or to enhance the value of any of its property or business.

D. To carry on business at any place or places, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any of such place or places.

E. To enter into, make, perform and carry out contracts of any sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature with any person, firm corporation, private, public or municipal, body politic under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this Corporation is organized.

F. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

G. To enter into any and all types of lawful businesses which the Board of Directors shall from time to time determine necessary or deem proper in connection with the foregoing purposes and which may be calculated directly or indirectly to promote the interests of this Corporation or to enhance the value of its property.

H. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every other act or acts, thing or things.

ARTICLE III

Shares of Stock.

A. The maximum number of shares of capital stock which this corporation is authorized to have outstanding at any one time shall be One Thousand (1000) shares of voting common stock, each having a One Dollar (\$1.00) par value. The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

b. The shares of stock to be issued by the Corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell assign, give or transfer any share of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the Corporation or the nominee of its Board of Directors, the right and privilege for thirty (30) days to purchase the same at a price agreed upon by such stockholders and the Corporation

or such nominee or in default of such agreement, at a price equal to the book value of said stock, and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than One Hundred and 00/100 Dollars (\$100.00).

ARTICLE V

This Corporation shall have perpetual existence and shall commence its corporate existence upon the filing of these articles with the Secretary of State, State of Florida.

ARTICLE V

The initial registered agent shall be: Michele E. Blanco.
The street address of the initial registered office of this Corporation in the State of Florida is:

PRINCIPAL ADDRESS IS THE SAME AS THE REGISTERED OFFICE

5301 West Crenshaw Street
Tampa, Florida 33634

ARTICLE VI

This Corporation shall initially have one (1) Director. The number of Directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VII

The name and street address of the initial Director, who, subject to the provisions of the Articles of Incorporation, the By-Laws and applicable Florida Statutes, shall hold office for the first year of existence of the Corporation, or until their successor(s) are elected or appointed and have qualified, is:

Michele E. Blanco
5301 West Crenshaw Street
Tampa, Florida 33634

ARTICLE VIII

The name and street address of the person signing the Articles of Incorporation as a subscriber is as follows:

Michele E. Blanco
5301 West Crenshaw Street
Tampa, Florida 33634

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereof, unless all Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and that I have done same for the purpose of becoming a corporation under the said laws of the State of Florida, and I have hereunder set my hand and seal at the City of Tampa, Hillsborough County, Florida, this 18th day of May, 1995.

Michelle E. Blanco
Michele E. Blanco

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 18th day of May, 1995, before me personally appeared Michele E. Blanco who acknowledged before me that she voluntarily executed the above and foregoing Articles of Incorporation for the purposes of becoming incorporated under the Laws of the State of Florida, under the corporate name of PREFERRED AUTO BROKERS, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Tampa, Hillsborough County, Florida, this 18th day of May, 1995.

Laurie A. Tobey
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 24 AM 10:40

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

That PREFERRED AUTO, ^{BROKERS, INC.} desiring to organize under Laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5301 West Crenshaw Street, Tampa, Florida, County of Hillsborough, State of Florida, has named Michele Blanco of 5301 West Crenshaw Street, Tampa, Florida, 33634, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

Michelle E. Blanco
Michele E. Blanco