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TO: DIVISION OF CORPORATIONS FROM: JOHNSON, BLAKELY, ROPE,
BOKER, RUPPE

DEPARTMENT OF STATE 911 CHESTNUT
STATE OF FLORIDA P.O. BOX 1368
409 EAST GAINES STREET CLEARWATER FL 34617-00000
TALLAHASSEE, FL 32399 CONTACT: KRISTEN DECLEENE
FAX: (904) 922-4000 PHONE: (813) 461-1818
FAX: (813) 441-8617

(((H95000006437))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: SUNCOAST MERCEDES-BENZ DEALERS, INC.
FAX AUDIT NUMBER: H95000006437 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION
OF
SUNCOAST MERCEDES-BENZ DEALERS, INC.

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ARTICLE I - Name and Address

The name of this corporation is Suncoast Mercedes-Benz Dealers, Inc. The mailing address of the corporation is: 4636 North Dale Mabry, Tampa, Florida 33614. The address of the corporation's principal office is 4636 North Dale Mabry, Tampa, Florida 33614.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV - General Powers

The corporation shall have the power:

- a. to advertise Mercedes Benz automobiles for sale or lease (or any matter related thereto); and
- b. to engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

ARTICLE V - Capital Stock

This corporation is authorized to issue two class of capital stock to be designated, respectively, as Class A common stock and Class B common stock. The total number of shares of Class A common stock which the corporation will have authority to issue

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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shall be fifty (50) shares, and the total number of shares of Class B common stock which the corporation shall have authority to issue shall be fifty (50) shares. The par value of each share of stock shall be One Dollar (\$1.00).

Each outstanding share of Class A Common Stock shall be entitled to vote solely on any matter submitted to a vote which concerns capital contributions which would be required of Class A shareholders and the payment of any amounts from funds due any Class A shareholders.

Each outstanding share of Class B Common Stock shall be entitled to vote on all matters submitted to a vote at a meeting of Class A shareholders, Class B shareholders or a combination of same.

ARTICLE VI - Shareholders' Special Meetings or Monthly Meetings

Special meetings or monthly meetings of the shareholders shall be held when requested by at least two-thirds (2/3) of the Class B shareholders, or, by the Board of Directors.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Post Office Box 1368, Clearwater, Florida 34617-1368, and the name of the initial registered agent of this corporation at that address is Bruce H. Bokor.

ARTICLE VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
Bruce H. Bokor	911 Chestnut Street Post Office Box 1368 Clearwater, FL 34617-1368

ARTICLE IX - Indemnification

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

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ARTICLE X - 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 8th day of May, 1995.



Bruce H. Bokor, Incorporator

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

Pursuant to Fla. Stat. §48.091, Suncoast Mercedes-Benz Dealers, Inc., desiring to organize under the laws of the State of Florida, hereby designates Bruce H. Bokor, located at 911 Chestnut Street, Post Office Box 1368, Clearwater, Florida 34617-1368, 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.


Bruce H. Bokor

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FILED
JUN -3 PM 4:56
TALLAHASSEE, FLORIDA

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Rappel & Barns, P.A.
911 Chestnut Street
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