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## Articles of Incorporation

of

Team Automobile Sales & Finance East, Inc.

#### ARTICLE I

## Name and Duration

The name of the Corporation is Team Automobile Sales & Finance East, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Scoretary of State.

# ARTICLE II

## Principal Office

The address of the principal office of the Corporation in the State of Florida is 3407 W. Colonial Drive, in the City of Orlando 32808.

## ARTICLE III

# Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

Prepared by David A. Webster, Esq. Mahoney Adams & Criser, P.A. P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0291528

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#### ARTICLE IY

## Corporate Purposes, Powers and Rights

- 1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- 2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

### ARTICLE V

## Capital\_Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Seventy-Five Thousand (75,000) shares of Common Stock ("Common Stock") \$0.10 par value per share.

# ARTICLE YI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

## ARTICLE VII

# Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

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- 2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
- 3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
R.C. Hill III	3407 W. Colonial Drive Orlando, FL 32808
Leonard Vihtelic	3407 W. Colonial Drive Orlando, FL 32808

## ARTICLE VIII

# Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

## **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

# ARTICLE X

#### Indemnification

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

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## ARTICLE XI

# Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and vold ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 5th day of July, 1995.

RAX CO., a Florida corporation

David A Webster Vice President

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# REGISTERED AGENT CURTIFICATE

In pursuance of the Plorida Business Corporation Act, the following is submitted, in compliance with said statute:

That Team Automobile Sales & Pinance East, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

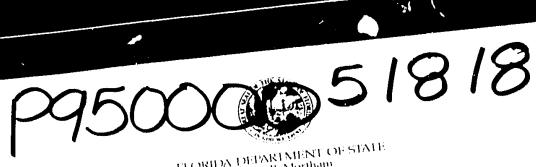
#### ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with \$607.0501, Plonida Statutes.

RAX CO., a Florida corporation

David A. Webster, Vice President

DATED: July 5, 1995



FLORIDA DEPARTMENT OF STATE aren 17. erra am Secielary al State

# ARTICLES OF MERGER Merger Sheet

MERGING:

TEAM AUTOMOBILE SALES & FINANCE EAST, INC., a Florida corp. P95000051818

INTO

TEAM AUTOMOBILE SALES & FINANCE, INC., a Florida corporation, P94000092399.

File date: December 27, 1995, effective January 1, 1996

Corporate Specialist: Annette Hogan