

100 MARKET STREET  
TALLAHASSEE, FL 32301  
TEL: 904-644-1111

800 342 8086



P950005551

DELIVERED BY AIR VIA

AT THE REQUEST OF

DELIVERED BY AIR VIA

ORIGIN DATE: JUL 12, 1995

ORIGIN TIME: 12:14 PM

ORIGIN NO: 04-010

CUSTOMER NO: 107001A

11000001520000000000  
-07/18/95--010701--0000  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: ALBERT D. LEE, Esq.  
ALBERT D. LEE, PA

Suite A  
570 Brevard Avenue  
Rockledge, FL 32955

DOMESTIC FILING

NAME: CAR MART OF BREVARD, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF FILING

NIA FILING NO: 107001A

EXAMINER'S INITIALS:

FILED  
95 JUL 12 PM 2:12  
TALLAHASSEE, FL 32301

T. BROWN JUL 18 1995

ARTICLES OF INCORPORATION  
OF  
CAR-MART OF BREVARD, INC.

ARTICLE I

The name and mailing address of the Corporation is:

CAR-MART OF BREVARD, INC.  
1360 West King Street  
Cocoa, Florida 32922

ARTICLE II

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Albert D. Celio, Esq.  
976 Brevard Avenue  
Rockledge, Florida 32955

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida. The principal office of this Corporation in the State of Florida shall be:

Car-Mart of Brevard, Inc.  
525 East Merritt Island Causeway  
Merritt Island, Florida 32952

ARTICLE VI

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

Corporation are:

F. Daniel Wooten, 704 Nicklaus Drive, Melbourne, Florida  
David B. Wooten, 2615 Wagon Road, Cocoa, Florida  
Robert M. Polonkey, 54 Ridge Court, Rockledge, Florida

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

F. Daniel Wooten  
704 Nicklaus Drive  
Melbourne, Florida 32940

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as part of these Articles of Incorporation, to wit:

- A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders, and no Shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the Shareholders.
- B. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- C. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.
- D. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a

party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contacting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

- E. The Corporation shall indemnify any Officers or Directors, or any former Officers or Directors, to the full extent permitted by law.

#### ARTICLE IX

- A. Any person who is serving or has served as a Director or Officer of the Corporation or of any wholly-owned subsidiary hereof, or other corporation at the request of the Corporation, and the respective heirs or personal representatives of each of them, shall be indemnified by the Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement thereof in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such person is or may be made a party by reason of being or having been such Director or Officer; provided that, in the event any claim for reimbursement or indemnification hereunder is based upon a settlement, the reimbursement or indemnification herein provided shall only apply if the Board of Directors of the Corporation approves such settlement as being in the best interest of the Corporation, and provided further that the Directors, acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any

such action, suit or proceeding, is present, determine that such Director or Officer:

- (1) Was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duties to the Corporation of which he is a Director or Officer; and
- (2) Acted in good faith in what he reasonably believed to be the best interest of such Corporation; and
- (3) In any matter where such Director was the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his conduct was unlawful.

B. Any Director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination and, if, for this reason, a quorum of the Directors cannot be obtained, such determination shall be made by three arbitrators who shall be selected by all of the Officers and Directors of the Corporation who are not parties to or threatened with any such action, suit or proceeding. If there are no Officers or Directors qualified to make such selection, the selection shall be made by the American Arbitration Association in accordance with its rules. Such indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled under the Articles of Incorporation, By-Laws, regulations or any agreement or policy of insurance purchased by the Corporation.

C. The Corporation will indemnify and save harmless any Officer, Director or employee who may, from time to time at the request of the Corporation, act as a guarantor or co-maker of any promissory note or surety bond written for the benefit of the Corporation. The indemnification by the Corporation will include all out-of-pocket costs properly substantiated, including reasonable attorneys' fees, as may be incurred by such party as an incident to his acting as such guarantor, surety or co-maker.

D. The Board may secure and maintain such policies of

insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the Corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason of their being such Officer or Director.

#### ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

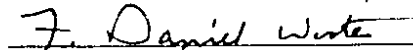
#### ARTICLE XI

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Albert D. Celio, Esq. Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of July, 1995.



F. Daniel Wooten, Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of July, 1995, by F. Daniel Wooten, as Incorporator of Car-Mart of Brevard, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me and who did take an oath.



Print Name: ALBERT D. CELIO  
Notary Public, State of Florida at Large

(S E A L)

My Commission Expires:



OFFICIAL SEAL  
ALBERT D. CELIO  
My Commission Expires  
March 18, 1997  
Comm. No. CC 259012

1100 PINE STREET  
TALLAHASSEE, FL 32301  
(904) 222-0070  
(904) 222-0071 FAX

Box 142 B086

**P9500005551**  
**CSC networks**  
PRINTED  
LEGAL & FINANCIAL SERVICES

FILED  
95 AUG 29 PM 3:42

ACCOUNT NO. : 0721000000032

REFERENCE : 667380 127301A

AUTHORIZATION :

COST LIMIT : 0 PRP

ORDER DATE : August 23, 1995

ORDER TIME : 9:35 AM

ORDER NO. : 667380

CUSTOMER NO: 127301A

CUSTOMER: Albert Celio, Esq  
Albert D. Celio, Pa  
Suite A  
976 Brevard Avenue  
Rockledge, FL 32955

RECEIVED  
AUG 29 1995  
TALLAHASSEE, FL

DOMESTIC AMENDMENT FILING

NAME: CAR-MART OF BREVARD, INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortonham  
Secretary of State

RECEIVED  
CORPORATIONS DIVISION  
AUG 23 1995

August 23, 1995

*corporate*

CSC Networks  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: CAR-MART OF BREVARD, INC.  
Ref. Number: P95000055551

We have received your document for CAR-MART OF BREVARD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 695A00039476

*resubmit*



FILED  
1995 AUG 28 PM 3:43  
SEAL  
FALLS CHURCH, VA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CAR-MART OF BREVARD, INC.

Pursuant to Section 607.1001 and Section 607.1005, Florida Statutes (1993) of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- A. The name of the Corporation is CAR-MART OF BREVARD, INC.
- B. The following amendment of the Articles of Incorporation was adopted by Joint Unanimous Written Consent of Shareholders and Board of Directors of the Corporation on August 18, 1995, a copy of which action is attached hereto as Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation shall be amended by deleting Article I in its entirety and substituting the following language in lieu thereof:

ARTICLE I

The name and mailing address of the Corporation is:

WPM ASSET BASE, INC.  
1360 West King Street  
Cocoa, Florida 32922

- C. Except for the Amendment of Article I of the Articles of Incorporation, all other Articles of the Articles of Incorporation remain unchanged.

D. The number of shares of any class issued by the Corporation and outstanding at the time of the adoption of the foregoing amendment was Five Hundred (500) and the number of shares entitled to vote was Five Hundred.

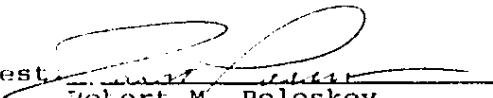
E. The number of shares that voted in favor of such amendment was Five Hundred and the number of shares that voted against such amendment was Zero (0) shares.

Dated this 22<sup>nd</sup> day of August, 1995

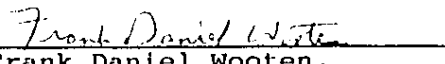
(Corporate Seal)

CAR-MART OF BREVARD, INC.

Attest:

  
Robert M. Poloskey  
Secretary

By:


  
Frank Daniel Wooten,  
President

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared FRANK DANIEL WOOTEN and ROBERT M. POLOSKEY, known to me to be the President and Secretary respectively of CAR-MART OF BREVARD, INC., and who are the persons who executed the foregoing Articles of Amendment on behalf of said Corporation, and acknowledged before me that they executed the same.

SWORN TO AND SUBSCRIBED before me this 22<sup>nd</sup> day of August, 1995.

(SEAL)

  
ALBERT D. CELIO  
Notary Public, State of Florida  
My Commission Expires:



OFFICIAL SEAL  
ALBERT D. CELIO  
My Commission Expires  
March 18, 1997  
Comm. No. CC 259012

EXHIBIT "A"

JOINT UNANIMOUS WRITTEN CONSENT OF  
SHAREHOLDERS AND BOARD OF DIRECTORS  
TO AMEND ARTICLES OF INCORPORATION

The undersigned, being all of the shareholders of CAR-MART OF BREVARD, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter "Corporation") pursuant to the Florida Business Corporation Act, Sec. 607.0704, and Sec. 607.0821, Fla. Stat. (1995), do hereby consent to and adopt the following resolution:

WHEREAS, the Shareholders and the Directors agree that the name of the Corporation does not currently reflect the nature of the business transactions carried out by the Corporation;

WHEREAS, the Shareholders and the Directors desire to change the name of the Corporation by amending the Articles of Incorporation of the Corporation; and

WHEREAS, the Articles of Incorporation of the Corporation permit the amendment of the Articles.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation shall be amended by deleting Article I in its entirety and substituting the following language in lieu thereof:

"ARTICLE I

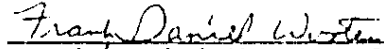
The name and mailing address of the Corporation is:

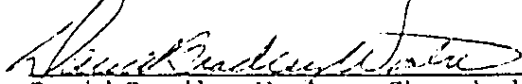
WPW ASSET BASE, INC.  
1360 West King Street  
Cocoa, Florida 32922"

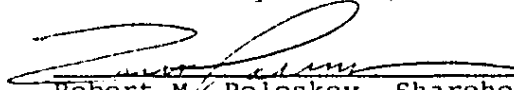
FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized to file said Amendment with the Florida Secretary of State and take all other appropriate action to effectuate the change of the name of the Corporation including creating a new Corporate Seal and re-

issuing new new Stock Certificates bearing WPW ASSET  
BASE, INC, as the name of the Corporation.

Witness the due execution of this Unanimous Consent as of  
the 18<sup>th</sup> day of August, 1995.

  
Frank Daniel Wooten, Shareholder/Director

  
David Bradley Wooten, Shareholder/Director

  
Robert M. Poloskey, Shareholder/Director