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Attorneys at Law

THOMAS E. SLAYMAKER - JOHN A. NELSON

In Reply Please Respond To:

95 AUG 30 11 11 AM '95

2218 Highway 44 West  
Inverness, Florida 34453  
Telephone: (904) 720-6120  
Telefax: (904) 720-0223

( ) 6103 South Suncoast Boulevard  
Homosassa Springs, Florida 34440  
Telephone: (904) 628-1204  
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August 25, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

000001571930  
-08/29/95--01046--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: General Auto Enterprises, Inc.  
Our File No.: 95-284

Gentlemen:

Enclosed are the original and one copy of the proposed Articles of Incorporation for General Auto Enterprises, Inc. Please approve and file the original and certify the copy for us. Also enclosed is a certificate designating the registered Agent for the corporation.

Also enclosed is a check payable to you for charges as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Filing Registered Agent's Designation	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please contact me if anything further is required.

Very Truly Yours,

SLAYMAKER AND NELSON, P.A.

BY: John A. Nelson

John A. Nelson, Esquire

Enclosures

cc: Nina S. Shah  
Kathleen M. Ghuman

124 AUG 30 1995

ARTICLES OF INCORPORATION

OF

General Auto Enterprise, Inc.

The undersigned, acting as the incorporator of General Auto Enterprise, Inc. Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is General Auto Enterprise, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporations authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2218 Highway 44 West, Inverness, Florida 34453 and the name of the corporation's initial registered agent at that address is John A. Nelson, Esquire. The street address of the principal office is 1229 West Highland Boulevard, Inverness, Florida 34452.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
NINA S. SHAH	1655 South Ridgewood Point Inverness, Florida 34452
KATHLEEN M. GHUMAN	1229 W. Highland Boulevard Inverness, Florida 34452

#### ARTICLE IX. INCORPORATOR

The names and addresses of the incorporators are as follows:

NINA S. SHAH  
1655 South Ridgewood Point  
Inverness, Florida 34452

KATHLEEN M. GHUMAN  
1229 W. Highland Boulevard  
Inverness, Florida 34452

The incorporators of the corporation assigns to this corporation their rights under Section 607.161, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE XI. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner proscribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation at Inverness, Florida, this \_\_\_\_\_ day of August, 1995.

Nina S. Shah  
NINA S. SHAH  
1655 South Ridgewood Point  
Inverness, Florida 34452

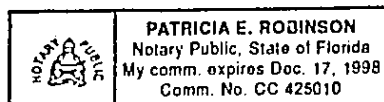
Kathleen M. Ghuman  
KATHLEEN M. GHUMAN  
1229 W. Highland Boulevard  
Inverness, Florida 34452

STATE OF FLORIDA  
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared NINA SHAH, who produced FL DR# S 000-637-60-708-0 as identification and KATHLEEN M. GHUMAN, who produced FL DR# G 550-516-47-823-0 as identification and who are known to be the persons described and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Inverness in said County and State this 24<sup>th</sup> day of August, 1995

Patricia E. Robinson  
Notary Public, State of Florida  
My Commission Expires:



STATE-20 11 11 7

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

General Auto Enterprise, Inc.

Pursuant to Section 607.034, Florida Statutes, General Auto Enterprise, Inc., desiring to organize under the laws of the State of Florida, has named John A. Nelson, Esquire located at 2218 Highway 44 West, Inverness, Florida 34453, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.325, Florida Statutes.

  
John A. Nelson, Esquire