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PADEREWSKI & SWEETING, P.A.

ATTORNEYS-AT-LAW

1834 MAIN STREET  
SARASOTA, FLORIDA 34236

(813) 366-3150  
FAX (813) 366-0685

ALEXANDER G. PADEREWSKI  
MICHAEL H. SWEETING

TRIAL PRACTICE - PERSONAL  
INJURY & WRONGFUL DEATH  
WORKMAN'S COMPENSATION  
DOMESTIC RELATIONS  
CRIMINAL LAW  
GENERAL PRACTICE

December 28, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Auto Pride, Inc.

Dear Sir:

Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	<u>\$ 52.50</u>
Total	\$122.50

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,

  
ALEXANDER G. PADEREWSKI

AGP/cia  
Enclosure

*DMC*  
*1.8.96*

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96 JAN -2 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AUTO PRIDE, INC.**

**FILED**  
96 JAN -2 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be AUTO PRIDE, INC. The mailing address for the corporation is 474-DJennings, Myakka City, Florida, 34251.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation is Alexander G. Paderewski, and his address is 1834 Main Street, Sarasota, Florida 34236.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. the name and address of the initial directors of this corporation are:

##### **NAME**

##### **ADDRESS**

David Zarcone

474-DJennings  
Myakka City, FL 34251

Martha Jasco

474-DJennings  
Myakka City, FL 34251

William Stallings, Jr.

4229 North Tamiami Trail  
Apartment 33  
Sarasota, FL 34234

#### **ARTICLE VII - SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation is:  
Alexander G. Paderewski, 1834 Main Street, Sarasota, Florida 34236.

#### **ARTICLE VIII - TRANSFERABILITY OF SHARES**

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by-laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

**ARTICLE IX  
TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

**ARTICLE X - REPLACING STOCK CERTIFICATES**

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in any manner provided by law.

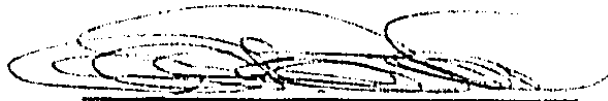
**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

**ARTICLE XIII - DATE OF COMMENCEMENT**

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of December, 1995.

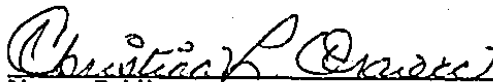


ALEXANDER G. PADEREWSKI  
Subscriber

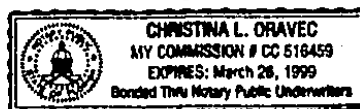
**STATE OF FLORIDA  
COUNTY OF SARASOTA**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Alexander G. Paderewski, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the State and County last aforesaid this 28<sup>th</sup> day of December, 1995.



Notary Public  
State of Florida  
My Commission Expires:



ACCEPTANCE

Having been named to accept service of process for AUTO PRIDE, INC. in the place  
indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and  
I further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

DATE: December 28, 1995



ALEXANDER G. PADEREWSKI

FILED

96 JAN -2 AM 9:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA