

P96000014573

Horace W. Cox  
151 Wymore Road, Suite 151  
Altamonte Springs, FL 32714-4254

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


RECORDED 1711233 012  
-02/12/96--01053--0201  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed are two sets of the Articles of Incorporation for Automotive Management Innovation, Inc. along with the applicable filing fees of one hundred twenty-two dollars and fifty cents.

If you have any questions concerning the above please feel free to call Lanny Hurtzfield at (407) 862-1919. Thank you in advance for your assistance.

Very truly yours,

  
Horace W. Cox

Enclosures

Dmc  
2-15-96

EFFECTIVE DATE  
2-9-96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96FEB 12 AM 9:16

FILED

ARTICLES OF INCORPORATION  
OF  
AUTOMOTIVE MANAGEMENT INNOVATION, INC.

The undersigned incorporator, being a person competent to do so, subscribes to these Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

ARTICLE I

Name. The name and mailing address of this corporation is:

Automotive Management Innovation, Inc.  
151 Wymore Road, Suite 151  
Altamonte Springs, FL 32714-4254

ARTICLE II

Business and Activities. This corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share to be in money, property, or services actually performed as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall commence on date of execution and shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 151 Wymore Road, Suite 151 Altamonte Springs, FL 32714-4254 and the name of the initial registered agent of the corporation at that address is Horace W. Cox.

ARTICLE VI

Number of Directors. This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

ARTICLE VII

Initial Board of Directors. The name and street address of the initial director of this corporation is:

Horace W. Cox

151 Wymore Road, Suite 151  
Altamonte Springs, FL 32714-4254

FILED

96 FEB 12 AM 9:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2-9-96

#### ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these articles is:

Horace W. Cox

131 Wymore Road, Suite 151  
Altamonte Springs, FL 32714-4254

#### ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the by-laws of this corporation.

#### ARTICLE X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

#### ARTICLE XI

By-Laws. The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

#### ARTICLE XII

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

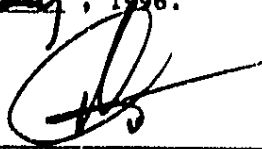
#### ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9th day of February, 1996.



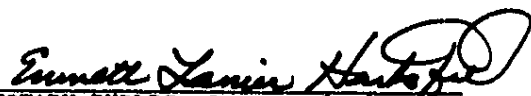
Horace W. Cox

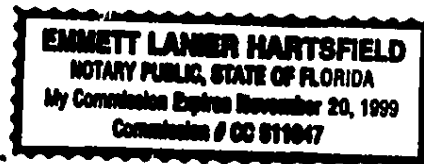
DL# 007449043  
South Carolina Driver's License #

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Horace W. Cox, who produced a current driver's license issued by the State of South Carolina Department of Motor Vehicles as identification, and they executed the foregoing Articles of Incorporation in my presence freely and voluntarily, and for the uses and purposes expressed therein.

9th WITNESS my hand and official seal in the County and State aforesaid this day of February, 1996.

  
NOTARY PUBLIC, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN THE STATE**

**FILED**

**96 FEB 12 AM 9:16**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

Automotive Management Innovation, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 151 Wymore Road, Suite 151, Altamonte Springs, FL 32714-4254, has named Horace W. Cox as its registered agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY:   
Registered Agent

DATE: 2/9/96

DEBIT MEMORANDUM

FOR OFFICIAL USE DATE NUMBER

TO : DEPARTMENT OF STATE

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	508.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	
TOTAL	508.75	OTHER	

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	4	10.00
12	45-20-2-130001-45300000-00-000100-00	2	10.00
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	4	208.75

GRAND TOTAL: \$ 508.75

62809-E

Date: 02/22/96

named fund(s) has been reduced by the amount of  
(s) under authority of Section 215.34, F.S.

State Treasurer

96 MAR -6 PM 2:09

RECEIVED

Bill Nelson

DEBIT MEMORANDUM

P 96000014573

TO :  
DEPARTMENT OF STATE

DATE FOR OFFICIAL USE NUMBER

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	100001803477
TRUST	508.75	ACCOUNT CLOSED	2 * 2 *
OTHER		UNCOLLECTED FUNDS	200001781002
TOTAL	508.75	OTHER	04/15/96--01067--008

CROSS REF	SAMAS CODE	REASON	AMOUNT
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12	45-20-2-130001-45300000-00-000100-00	2	10.00
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	4	208.75

GRAND TOTAL: \$ 508.75

Date: 02/22/96

named fund(s) has been reduced by the amount of  
(s) under authority of Section 215.34, F.S.

State Treasurer

Bill Nelson

RECEIVED

65 MAR -5 PM 2:09

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