

996000024694

**MURRAI, DOYLE AND WIGLE, P.A.**

ATTORNEYS AND COUNSELLORS AT LAW  
MORSE BOULEVARD PROFESSIONAL CENTER  
800 WEST MORSE BOULEVARD  
WINTER PARK, FLORIDA 32789

3-14-96

March 14, 1996

KENNETH D. MURRAI  
PATRICK W. DOYLE  
BRUCE M. WIGLE, III

MAILING ADDRESS  
POST OFFICE BOX 1328  
WINTER PARK, FLORIDA 32790  
TELEPHONE (407) 644-9801  
FAX (407) 644-0820

FEDERAL EXPRESS

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

600001745878  
-03/15/96--0111--008  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: Corporate Records Bureau

Re: GREATER ORLANDO AUTO SALES, INC.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$52.50
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$122.50

FILED  
96 MAR 15 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,

PATRICK W. DOYLE

PWD/kse  
encs

3/10/96  
JB

ARTICLES OF INCORPORATION  
OF  
GREATER ORLANDO AUTO SALES, INC.

EFFECTIVE DATE  
3-14-96

ARTICLE 1 - Name

The name of the corporation is GREATER ORLANDO AUTO SALES, INC..

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 2211 S. Orange Ave., Orlando, FL 32806. The mailing address of the corporation is the same.

ARTICLE 3 - Shares

This corporation is authorized to issue 1000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 2211 S. Orange Ave., Orlando, FL 32806 and the name of the initial registered agent at that office is Linda B. Canterbury. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

Linda B. Canterbury                      10801 Oak Glen Circle, Orlando, FL 32817

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

James E. Canterbury	10801 Oak Glen Circle, Orlando, FL 32817
Linda B. Canterbury	10801 Oak Glen Circle, Orlando, FL 32817
Norberto Ramirez	117 Seabearn Court, Orlando, FL 32824
Sylvia M. Gonzalez	117 Seabearn Court, Orlando, FL 32824

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 MAR 15 AM 11:09  
FILED

**ARTICLE 8 - Indemnification**

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

**ARTICLE 9 - Amendment**

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

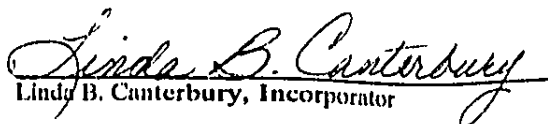
**ARTICLE 10 - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

**ARTICLE 11 - Date of Commencement of Corporate Existence**

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 14 day of March, 1996.

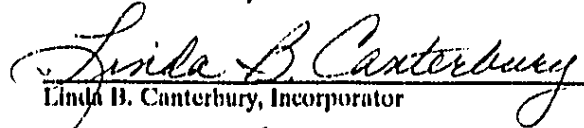
  
Linda B. Canterbury, Incorporator

**NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:  
GREATER ORLANDO AUTO SALES, INC., desiring to organize and qualify under the laws of the State  
of Florida hereby designates:

Registered Office: 2211 S. Orange Ave., Orlando, FL 32806

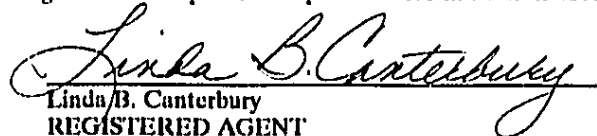
Registered Agent: Linda B. Canterbury

  
Linda B. Canterbury, Incorporator

DATED: March 4 1996

**STATEMENT OF  
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.

  
Linda B. Canterbury

REGISTERED AGENT

DATED: March 14, 1996

FILED  
96 MAR 15 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000024694



ACCOUNT NO. : 072100000032

REFERENCE : 307890 148589A

AUTHORIZATION : *Patricia Prich*

COST LIMIT : \$ 87.50

ORDER DATE : March 26, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 307890

500002128885-2

CUSTOMER NO: 148589A

CUSTOMER: Victor A. Diaz, Esq  
Holihan & Diaz, P.a.  
Suite 105  
1101 North Lake Destiny Road  
Maitland, FL 32751

FILED  
97 MAR 31 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CHANGE OF AGENT

NAME: GREATER ORLANDO AUTO  
SALES, INC.

97 MAR 31 AM 11:27  
RECORDED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

*3/31*  
*John*  
*RA.*  
*Change*

Florida Department of State, Sandra B. Morthan, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of \_\_\_\_\_ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: GREATER ORLANDO AUTO SALES, INC.

1b. The mailing address of the corporation is: 2211 S. ORANGE AVE. ORLANDO FL 32806

1c. Date of incorporation: March 15, 1996 Document number: P96000024694.

2. The name and address of the current registered agent and office:

Linda R. Canterbury
2211 SO Orange Avenue
ORLANDO FL 32806

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Sylvia M. Gonzalez
2211 S. Orange Avenue
Orlando FL 32806

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] 3/28/97
(Signature of an officer, chairman or vice chairman of the board) (Date)

Sylvia M. Gonzalez, V. President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: [Signature] 3/28/97
(Signature of Registered Agent) (Date)

If signing on behalf on an entity: Sylvia M. Gonzalez
(Typed or Printed Name) (Capacity)

FILED
97 MAR 31 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA