

*P9600039258*

**MINOR & SCHMIDT, P.A.**

Attorneys At Law  
1620 Royal Palm Square Blvd., Ste. 340  
Fort Myers, Florida 33919  
(941) 939-9292 Fax (941) 939-5050

ROGER T. MINOR\*  
PENNY W. SCHMIDT

\*Florida Board  
Certified Civil Trial Attorney

FILED  
MAY -2 PM 3:04  
TALLAHASSEE, FLORIDA

April 29, 1996

**SENT VIA OVERNIGHT MAIL**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

800001205638  
-05/02/96--01093--004  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
15-1-96

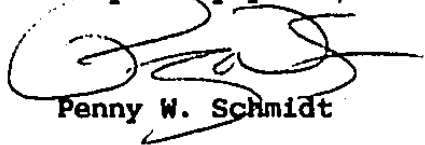
**RE: PARKWAY AUTOMOTIVE, INC.**

Dear Sir/Madam:

Enclosed is a signed original and one signed copy of the Articles of Incorporation for the above referenced corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees. Please process this at your earliest opportunity and return the certified copies of the Articles of Incorporation to this office. Please note that commencement of corporate existence is designated as May 1, 1996 and the Articles must be filed within five business days in order to secure that date.

Thank you for your assistance. If you should have any questions regarding this matter, please do not hesitate to contact me.

Very-truly yours,



Penny W. Schmidt

Enclosures : Original and One Copy of Articles  
Check for filing fee

obrien\2secstate.ltr

D. BROWN MAY - 7 1996

ARTICLES OF INCORPORATION

of

PARKWAY AUTOMOTIVE, INC.

EFFECTIVE DATE  
12-1-1964

FILED  
JULY-2 PM 3:04  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
(CORPORATE NAME)

The name of the corporation shall be PARKWAY AUTOMOTIVE, INC.

ARTICLE II  
(ADDRESS)

The address of the principle office of the corporation is 13081 Metro Parkway, Unit 1, Ft. Myers, Florida 33912.

ARTICLE III  
(DURATION)

The duration of the corporation is perpetual.

ARTICLE IV  
(PURPOSE)

The general purposes for which the corporation is organized are the following:

(A) To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(B) To do such other things as are incidental to the purposes of the corporation and are necessary or desirable in order to accomplish them.

ARTICLE V  
(SHARES)

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock.

ARTICLE VI  
(INITIAL BOARD OF DIRECTORS)

There shall be one initial director by the name of James P. O'Brien whose address is 13081 Metro Parkway, Unit 1, Ft. Myers, Florida 33912.

ARTICLE VII  
(COMMENCEMENT OF CORPORATE EXISTENCE)

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is May 1, 1996, except if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State..

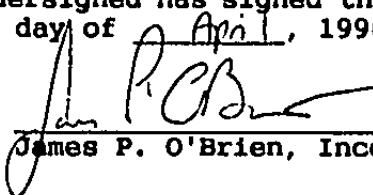
ARTICLE VIII  
(INITIAL REGISTERED OFFICE AND AGENT)

The street address of the initial registered office of the corporation is 13081 Metro Parkway, Unit 1, Ft. Myers, Florida 33912. The name of its initial registered agent at that address is James P. O'Brien.

ARTICLE IX  
(INCORPORATOR)

The name and the address of the incorporator of these Articles of Incorporation is James P. O'Brien, 13081 Metro Parkway, Unit 1, Ft. Myers, Florida 33912.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 30 day of April, 1996.

  
James P. O'Brien, Incorporator

STATE OF Florida

COUNTY OF Lee

I HEREBY CERTIFY that before me personally appeared JAMES P. O'BRIEN, personally known by me or who has produced \_\_\_\_\_ to me for identification purposes, to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of April, 1996.

NOTARY PUBLIC:

SIGN

PRINT

Penny W. Schmiel  
State of Florida at Large

(SEAL)

My Commission Expires:



PENNY W. SCHMIDT  
My Commission CC430443  
Expires Dec. 28, 1998  
Bonded by HAI  
800-422 1868

**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having being named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James P. O'Brien  
James P. O'Brien, Registered Agent