

196000050043

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

of No 52504  
 RE: Fort Pierce RR, Incorporated

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( )	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

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 \*\*\*\*\*122.50 \*\*\*\*\*122.50

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 TALLAHASSEE, FLORIDA

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REQUEST TAKEN CONFIRMED APPROVED  
 DATE 6/12  
 TIME 9:30 CK No. \_\_\_\_\_  
 BY JD

WALK-IN  
 Will Pick Up \_\_\_\_\_

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

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Please remit invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
Fort Pierce ARO, Incorporated**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself with others to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: Fort Pierce ARO, Incorporated

**ARTICLE II**

The general nature of the business to be transacted by the corporation and its powers are:

(a) To conduct an automobile dealership dealing in various makes, brands and types of automobiles, including, but not limited to imported motor vehicles, vehicles manufactured under the name ARO, and other makes;

(b) To engage generally in the business of an automobile dealership including but not limited to, the display, sale, exchange of new and used automobiles, including new vehicles under franchise dealership arrangements or agreements with various manufacturer's, warranty repairs, adjustments, mechanic shop, service center, auto body and paint services and as otherwise within the scope of automobile dealership business and affairs;

(c) To deal generally as automobile dealer in the acquisition, sale, exchange, at wholesale and retail, to other dealers, individuals and members of the public, new and used automobiles including franchise dealership operations, generally, within and without the State of Florida;

(d) To do all the things and to have and exercise all of the powers, rights, privileges now or hereafter conferred by the Laws of the State of Florida upon corporations;

(e) The corporation shall further have the power to purchase its own shares for any purpose, if after such purchase its assets will not be less than its liabilities plus stated capital;

(f) To perform fully any agreement with any person who purchases shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(g) To perform any agreement with any shareholder giving the corporation the right to repurchase such shares upon the shareholder's death or upon the happening of any other event which may be set out in the agreement.

### **ARTICLE III**

The maximum number of shares that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of One Dollar (\$1.00), which shall be fully paid and non-assessable. The holders of each share of common stock shall have one vote for each share owned. If at any time the holders of a majority or more of the then issued and outstanding shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out upon and as its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the corporation, and further provide that notice of the existence of such provision be noted conspicuously on the face or back of each and every Certificate of shares subject to the terms of any such agreement.

### **ARTICLE IV**

The amount of capital with which this corporation is commencing business is not less than \$500.00.

### **ARTICLE V**

This corporation shall have perpetual existence.

### **ARTICLE VI**

Registered Agent for this corporation shall be RICHARD ARTHUR, and the registered office of the corporation shall be 1811 South U.S. One, Fort Pierce, FL 34950. The principal office of this corporation shall be 1811 South U.S. One, Fort Pierce, Florida 34950.

### **ARTICLE VII**

The corporation shall initially, have one (1) Director. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted for the conduct of the affairs of the corporation.

**ARTICLE VIII**

The name and address of the initial directors are: RICHARD ARTHUR, 1811 South U.S. One, Fort Pierce, FL 34950.

**ARTICLE IX**

The name and street address of the incorporator of this corporation is RICHARD ARTHUR, 2400 South Ocean Drive #4301, Fort Pierce, Florida 34949.

**ARTICLE X**

The business of the corporation shall initially be conducted by a President, Secretary and Treasurer. The corporation may create such additional offices as deemed necessary by its incorporator and/or Board of Directors including but not limited to, Vice President and Assistant Officer positions. The business of the corporation shall at any future time be conducted by such other offices as may be elected and qualified pursuant to the By-Laws of this corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

- President ----- Richard Arthur
- Secretary ----- Richard Arthur
- Treasurer ----- Richard Arthur

**ARTICLE XI**

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 stockholders, and approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 11th day of June, 1996.



RICHARD ARTHUR, Incorporator

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared RICHARD

ARTHUR, known to me or has produced \_\_\_\_\_ as identification, and who \_\_\_ did \_\_\_ did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

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WITNESS my hand and official seal, in the County and State last aforesaid this \_\_\_\_\_, 1996.



*Gretchen Kathleen Di Vincenzo*  
Notary Public GRETCHEN KATHLEEN DIVINCENZO

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named as the Registered Agent for Fort Pierce ARO, Incorporated, as agent to accept service of process of such corporation, at the place designated in Article VI, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.

*[Signature]*  
RICHARD ARTHUR

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