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PARK SHORE AUTO, INC.  
125 Caribbean Road  
Naples, Florida 33963  
941-597-6432

June 18, 1996

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-06/25/96--01054--017  
\*\*\*\*\*78.25 \*\*\*\*\*78.25

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

SUBJECT: PARK SHORE AUTO, INC.

Enclosed are an original and one copy of the Articles of Incorporation of Park Shore Auto, Inc., together with Certificate of Designation of Registered Agent/Registered Office and a check in the amount of \$78.25 for the filing fee and Certificate of Status.

FROM: Donald Fowell  
125 Caribbean Road  
Naples, Florida 33963  
941-597-6432 or 941-591-8050  
Fax: 941-591-8026

JUN 26 1996 135B

FILED  
95 JUN 24 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PARK SHORE AUTO, INC.

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TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more, acting as incorporator of PARK SHORE AUTO, INC., pursuant to the Florida Corporation Code, hereby adopts the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is Park Shore Auto, Inc.

ARTICLE II

Both the physical and mailing address of the principal office of Park Shore Auto, Inc. is 125 Caribbean Road, Naples, Florida 33963. The corporation shall have perpetual duration.

ARTICLE III

1. The aggregate number of shares which the corporation has authority to issue is 500 shares of one class of common capital stock, each share having a par value of \$1.00, and all of which are non-assessable.

2. Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and shall be entitled to vote on each matter submitted to vote at a meeting of the shareholders. Cumulative voting shall not be allowed in the election of directors. A majority of the shares entitled to vote shall constitute a quorum for shareholder meetings.

3. Except with respect to one or more classes of stock which may be hereafter authorized by amendment of these articles which have no pre-emptive rights or with respect to which no pre-emptive rights apply, the holders of the capital stock of this corporation shall have the pre-emptive right to acquire additional unissued shares or treasury shares of the capital stock of this corporation or securities convertible into shares of capital stock or carrying capital stock purchase warrants or privileges, such acquisition to be by purchase at such respective equitable prices, terms and conditions, including adjustments of such cash or fractional shares as may be necessary to avoid the issuance of fractional shares, as shall be fixed by the board of directors, except that such pre-emptive rights shall not apply to: (a) the initial issuance of shares of the corporation, which shall be the total number of shares subscribed and paid for within 30 days following the issuance of the certificate of incorporation by the Florida Secretary of State; (b) stock sold or optioned to employees; (c)

stock which is sold through public offering, or which is underwritten; (d) stock issued in a corporate reorganization, merger, consolidation or acquisition, and (e) stock and securities of any other class which are not convertible into capital stock and do not carry capital stock purchase warrants or privileges. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issuance bears to the total number of shares outstanding in the names of all shareholders at such time, not including treasury shares. The foregoing pre-emptive rights shall not be exercisable with respect to any bond, debenture or promissory note or other instrument of indebtedness unless the same be convertible into shares of the corporation of a class having pre-emptive rights under the foregoing.

#### **ARTICLE IV**

Both the physical address and the mailing address of the corporation's initial registered office is:

125 Caribbean Road  
Naples, Florida 33963

and the name of its initial registered agent at such address is:

Donald Fowell

Books of account, records, documents and other papers may be kept at the registered office of the corporation or at such other place within the State of Florida as may be determined by the board of directors.

#### **ARTICLE V**

The name and address of the incorporator is:

Donald Fowell  
125 Caribbean Road  
Naples, Florida 33963

#### **ARTICLE VI**

1. The business and affairs of the corporation shall be managed by a board of directors. The initial board of directors shall consist of two (2) members, and the following shall be said directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Donald Fowell

Karen Fowell

So long as the number of directors shall be less than three, no shares of the corporation may be issued or transferred if such would result in more shareholders than there are directors. Any shares issued in violation of this paragraph shall be null and void. This provision shall also constitute a restriction on the transfer of shares and a legend shall be conspicuously placed on each certificate representing shares of stock of the corporation preventing transfer of such shares to more shareholders than there are directors.

2. Except as to the said number constituting the initial board of directors, the number of directors may be increased or decreased from time to time by appropriate provisions in the by-laws, but no decrease shall have the effect of shortening the term of any incumbent director and the number of directors shall not be less than three unless the outstanding shares of the corporation's stock are held of record by fewer than three shareholders in which case there shall be at least as many directors as there are shareholders. Vacancies in the board of directors may be filled by majority vote of the then directors, even though such then directors are less than a quorum in number.

#### **ARTICLE VII**

The purpose for which the corporation is organized is engaging in any lawful business for which corporations may be incorporated pursuant to the Florida Corporation Code. The corporation shall have and may exercise all of the powers, rights and privileges which corporations organized pursuant to the Florida Corporation Code may have and exercise.

#### **ARTICLE VIII**

The following provisions are inserted for the regulation of the internal affairs of the corporation and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

1. The directors shall have the power to adopt, alter, amend or repeal from time to time such by-laws as they deem proper for the management of the affairs of the corporation according to these articles and the laws in such cases made and provided, and without limiting the generality or authority of the foregoing, the shareholders of this corporation shall also have the authority to adopt, alter, amend and repeal from time to time such by-laws as they deem proper for the management of the affairs of the corporation according to these articles and the laws in such cases made and provided.

2. The board of directors by resolution may designate from among its members an executive committee and one or more other

committees each of which, to the extent provided in the resolution or in the by-laws, shall have all of the authority of the board of directors except as may be prohibited by law.

3. Both stockholders and directors meetings of the corporation may be held either within or beyond the limits of the State of Florida as provided in the by-laws.

4. The board of directors is authorized to make provision for reasonable compensation to its members for their services as directors. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

5. No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (a) the fact that any one or more of the directors or officers of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction. Each person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

6. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the corporation shall not be entitled: to receive notice of the meetings of the shareholders, to vote at such meetings, to examine a list of the shareholders, to be paid dividends or other sums payable to shareholders, or to own, enjoy or exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee or transferee has become the registered holder of such shares.

7. The corporation may conduct part or all of its business, not only in the State of Florida, but also in every other state of the United States and the District of Columbia, and in any territory, district and possession of the United States, and in any

foreign country, and the corporation may qualify to do business in any of such locations and appoint agents for service of process therein. The corporation may hold, purchase, mortgage, lease and convey real and personal property in any of such locations.

8. The directors shall have the right from time to time to impose restrictions or to enter into agreements on behalf of the corporation imposing restrictions, on the transfer of all or a portion of the corporation's shares, provided that no restrictions shall be imposed on the transfer of shares outstanding at the time the restrictions are adopted unless the holder of such shares consents to the restrictions.

9. No director shall be liable to the corporation or to its shareholders for monetary damages for breach of his fiduciary duty as a director.

#### **ARTICLE IX**

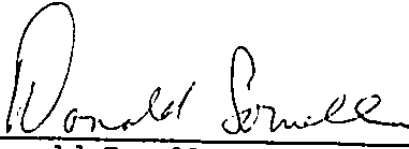
These articles of incorporation may be amended, altered or repealed, or have added thereto additional provisions from time to time as may then be permitted by the laws of the State of Florida, and this corporation may be merged, consolidated or dissolved in accordance with the requirements of the laws of the State of Florida.

#### **ARTICLE X**

The following persons be and they are elected to the offices set forth below opposite their respective names, each to serve in accordance with and to have the powers and duties described in the By-laws of the corporation, until their respective successors are duly elected and qualified:

President:	Donald Fowell
Vice President:	Karen Fowell
Secretary:	Karen Fowell
Treasurer:	Donald Fowell

The undersigned incorporator has executed these Articles of Incorporation this 18 day of June, 1996.

  
Donald Fowell

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:

Park Shore Auto, Inc.

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

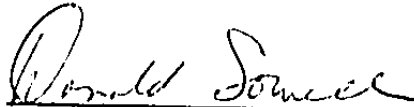
Donald Fowell

125 Caribbean Road

Naples, Florida 33963

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.

Date: June 18, 1996

  
Donald Fowell

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TALLAHASSEE, FLORIDA