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Gary S. Patscliff

Certified Public Accountant

520 E. Bay Avenue

H. Petersburg Beach, Florida 33706

City/State/Zip

Phone #

600001880816

-07/02/96--01003--01

*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. METZLER MOTORS INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Pick up in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
96 JUL -1 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-5-96
LR

ARTICLES OF INCORPORATION
OF
METZLER MOTORS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The Name of this corporation is METZLER MOTORS, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing on the filing of these Article of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

This corporation is formed and organized to buy and to sell automobiles and other vehicles and to provide the financing for the sales thereof, and to transact any and all other lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this corporation will initially be located at 2800 Central Avenue in St. Petersburg, Florida zip code 33713 in Pinellas County and the initial mailing address of this corporation will be 2800 Central Avenue in St. Petersburg, Florida zip code 33713 in Pinellas County.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 2800 Central Avenue in St. Petersburg, Florida zip code 33713 in Pinellas County and the name of the initial registered agent is MICHAEL METZLER, who by

signing this document hereby states that he is familiar with and accepts the duties of and the responsibilities as the registered agent for this corporation.

ARTICLE VII

THE INCORPORATOR

The name and the address of the person signing these Articles of Incorporation is:

Michael Metzler
2800 Central Avenue
St. Petersburg, Florida 33713.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time, according to the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

Michael Metzler
2800 Central Avenue
St. Petersburg, Florida 33713.

ARTICLE IX

BYLAWS

The power to adopt, alter or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X

AMENDMENTS

The shareholder(s) reserve the right to amend or repeal any of the provisions in these Articles of Incorporation, or any amendment to them, according to Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator and Initial Registered Agent has executed these Articles of Incorporation on this the 28 day of June, 1996.

Michael Metzler
Michael Metzler

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day of June ____, 1996 there appeared before me, a Notary Public, duly authorized in the state of Florida and the county of Pinellas, to take acknowledgements, on MICHAEL METZLER, who is well known to me and who is the person described in these Articles of Incorporation, as the Incorporator and the Initial Registered Agent, and who executed the foregoing Articles of Incorporation, and that he acknowledged before me, on this day that he subscribed to these Articles of Incorporation.

WITNESS MY HAND AND SEAL in the county of Pinellas and the state of Florida on this the 28 day of June, 1996.



Deborah T. Prestero
Notary Public

MY commission expires October 1, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

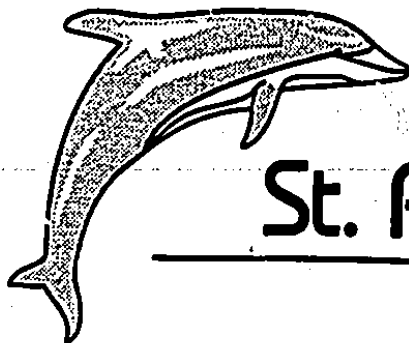
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RE: METZLER MOTORS, INC. FEI

I have returned a copy of your letter
notice with the corporations' FEI
59-3385574 shown in bold print.

Call on me if you have further questions
on this matter.

Gary S. Ratcliffe, CPA



St. Pete Beach

FEI update
8-6-96
KR