

TRANSMITTAL LETTER

96000088167

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

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-10/25/96--01014--020
*****78.75 *****78.75

SUBJECT: DealerPro Financial Group, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Frank J. Martino
Name (Printed or typed)

10103 Hunt Club Lane
Address

Palm Beach Gardens, FL 33418
City, State & Zip

(561) 691-0065
Daytime Telephone number

FILED
OCT 24 PM 1:25
TALLAHASSEE FLORIDA
SECRETARY OF STATE

10/25

NOTE: Please provide the original and one copy of the articles.

Frank J. Martino

10103 Hunt Club Lane

Palm Beach Gardens, Florida 33418

October 17, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation for DealerPro Financial Group, Inc.

To Whom It May Concern:

Please find enclosed an original and one copy of the Articles of Incorporation for DealerPro Financial Group, Inc., along with a money order for the initial fee of \$70.

When incorporating DealerPro, please show that the name DealerPro is one word with the "P" in Pro as a capital letter. the last three letters "Pro" will be underlined as shown below:

DealerPro Financial Group, Inc.

I would appreciate your response as soon as possible. If additional information is required, I can be reached during the day at 561-691-0065.

Sincerely,

Frank J. Martino

Frank J. Martino

enclosure

P.S. A pre-paid Federal Express return overnight envelope is also enclosed for your use in expediting the corporation papers back to us. Thank you for your help.

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation of DealerPro Financial Group, Inc., is a natural person and is competent to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is DealerPro Financial Group, Inc.

ARTICLES II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to act as consultants, brokers, intermediaries, representatives of various financial, insurance and other legal entities within and outside the State of Florida.

In addition, the business of this corporation shall include any and all business transactions that are legal in the State of Florida and shall include any legal transaction (s) that can be carried out by a natural person in the State of Florida and in all other states where the corporation is licensed or where the corporation is represented by an employed representative or a independent agent, contractor or representative not employed by the corporation.

ARTICLE III - NUMBER OF SHARES OUTSTANDING

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred Thousand (100,000) share (s) of common stock with a par value of one cent (\$.01) per share

All the aforementioned stock is to be issued as fully paid for and is exempt from assessment. The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a special meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Ten \$10.00 United States Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist in perpetuity

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TALLAHASSEE FLORIDA

ARTICLE VI - ADDRESS

The initial post office address of this corporation in the State of Florida shall be 10103 Hunt Club Lane, Palm Beach Gardens, FL 33418. The Board of Directors may from time to time move the post office address to any other address in Florida. The office address of the company has not been established, but is currently listed as the registered agent's address and the Board of Directors may from time to time move the office address to any other address.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) director (s) initially. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

This corporation shall indemnify and hold harmless any and all person (s) who shall initially serve at any time as a Director or Officer or any person (s) who shall serve at any time hereafter as a Director or Officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his / her having heretofore or hereafter being a Director or Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him / her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him / her in connection with any such claim or liability as to which is / shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his / her duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he / her may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VIII - INITIAL DIRECTOR

The name and post office address of the member of the first Board of Directors is:

NAME: Frank J. Martino

ADDRESS: 10103 Hunt Club Lane
Palm Beach Gardens, FL 33418

ARTICLE IX - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation is:

NAME: Frank J. Martino
ADDRESS: 10103 Hunt Club Lane
Palm Beach Gardens, FL 33418

ARTICLES X - RESIDENT AGENT

The initial resident agent of this corporation and his address is:

NAME: Frank J. Martino
ADDRESS: 10103 Hunt Club Lane
Palm Beach Gardens, FL 33418

ARTICLES XI - AMENDMENT

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 and to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the party to these Articles of Incorporation has hereunto set his hand and seal this 17th day of October 1996.

Frank J. Martino (SEAL)
I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation:

Frank J. Martino (SEAL)

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me Frank J. Martino, known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 17th day of October 1996.

Theresa J. Davis (SEAL)
Notary Public, State of Florida
My Commissions Expires: 7-28-97

FILED
96 OCT 24 PM 1:25
SECRETARY OF STATE
TREASURER
FLORIDA