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NATIONAL AUTOMOTIVE GROUP, INC.

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Amended & Restated
Art.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL AUTOMOTIVE GROUP, INC.**

National Automotive Group, Inc. a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is National Automotive Group, Inc.
2. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on December 31, 1996, under the name Nationwide Auto Fleet & Leasing, Inc. The Document Number is P97000005368.
3. These Amended and Restated Articles of Incorporation were duly adopted in accordance with the Florida Business Corporation Act by the unanimous written consent of (i) the Corporation's Board of Directors and (ii) the holders of the issued and outstanding shares of common stock of the Corporation. These Amended and Restated Articles of Incorporation restate, integrate, amend, and supercede the provisions of the Articles of Incorporation of this Corporation as heretofore amended.
4. The text of the Articles of Incorporation as heretofore amended is hereby restated and further amended to read in its entirety as follows:

ARTICLE I
Name

The name of this corporation shall be: **NATIONAL AUTOMOTIVE GROUP, INC.**

ARTICLE II
Principal Office and Mailing Address

The address of this principal office and the mailing address of this corporation shall be 4350 Oakes Road, Suite 512, Davie, Florida 33314.

ARTICLE III
Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

(TP223843;1)

ARTICLE IV

Capital Stock

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this corporation shall be:

10,000 shares of Class A (voting) Common Stock, par value \$1.00 per share (the "Class A Common Stock");

90,000 shares of Class B (non-voting) Common Stock, par value \$1.00 per share (the "Class B Common Stock");

2. **Voting.** The voting power of this corporation shall be vested in the Class A Common Stock. Class B Common Stock shall be entitled to no voting rights. There shall be no cumulative voting in the election of directors. Other than voting rights, the shares of Common Stock shall be treated equally.

ARTICLE V

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 1700, Tampa, FL 33602 and the initial registered agent of this corporation at such office shall be American Information Services, Inc. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII

Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the shareholders or the bylaws, provided that there shall never be less than one (1). The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders.

(TP223843;1)

ARTICLE VIII
Bylaws

(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX
Amendment

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated.

DATED this 11 day of June, 2006.

NATIONAL AUTOMOTIVE GROUP, INC.,
a Florida Corporation

By: 

Name: Richard L. Lochr, Jr.

Title: President

NATIONAL AUTOMOTIVE GROUP, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of **NATIONAL AUTOMOTIVE GROUP, INC.**, the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations proposed by Section 607.0501, Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of such position.

Dated this 21 day of June, 2006.

American Information Services, Inc.

By: 
David M. Abel

Its: Assistant Secretary