

H970000010028

JAN-31-1997 40 EMPIRE CORPORATE KIT P. 12/87  
1/23/97 FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEMS  
ELECTRONIC FILING CO., INC.

((H97000001357 7))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SUNSET AUTO SALES, INC. *of Longwood, Inc.*  
AUDIT NUMBER.....H97000001357  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:01:55

FILED  
97 JAN 31 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Don't*  
1/21/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 29, 1997

EMPIRE

SUBJECT: D & A ENTERPRISES, INC.  
REF: W9700000222

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

conflicts with D & A Enterprise, Inc., P96000001982, Filed 01/08/96,  
miami, fl

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H97000001357  
Letter Number: 897A00004648

FILED

97 JAN 31 PM 3:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of

SUNSET AUTO OF LONGWOOD, INC.

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SUNSET AUTO OF LONGWOOD, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN  
2101 West Commercial Blvd.  
Suite 5400  
Fort Lauderdale, Florida 33309  
(954) 733-1330 (561) 738-5988  
Attorney: SETEFANIE F. BELLE, ESQUIRE  
Florida Bar No.: 896047

H97000001357

897000001357

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE 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 issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 3234 North Highway 1792, Longwood, Florida 32750 and the name of the initial registered agent of this corporation is DEBORAH RENE HILLEY, whose address is 448 Club Drive, Winter Springs, Florida 32708.

897000001357

H97000001357

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is DEBORAH RENE HILLEY, 448 Club Drive, Winter Springs, Florida 32708.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is:   
DEBORAH RENE HILLEY  
448 Club Drive  
Winter Springs, Florida 32708

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

H97000001357

officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of December, 1996.

  
SUBSCRIBER

H97000001357

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That SUNSET AUTO OF LONGWOOD, INC.

desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the Articles of  
Incorporation, at City of Longwood, County of Seminole  
State of Florida, has named DEBORAH  
RENE HILLEY located at 448 Club Drive

(Street address and number of building;  
post office box address not acceptable)

City of Winter Springs, County of Seminole  
State of Florida, as its agent to accept service of process with  
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the  
above corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

BY: Deborah Hilley  
(Resident Agent)

- 5 -

FILED

97 JAN 31 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000001357

TOTAL P.07