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*Norris, Koberlein & Anderson, P.A.*

ATTORNEYS AT LAW  
ONE NATIONAL BANK BUILDING  
201 N. MARION STREET - SUITE 301  
P.O. DRAWER 2349  
LAKE CITY, FL 32056-2349

JOHN E. NORRIS  
FREDERICK L. KOBERLEIN  
EDDIE M. ANDERSON  
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\*CERTIFIED CIRCUIT COURT MEDIATOR

March 14, 1997

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

300002115463--5  
-03/17/97--01137--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Manatee Motors of North Florida, Inc.

Gentlepersons:

Enclosed are original and one copy of Articles of Incorporation of Manatee Motors of North Florida, Inc., along with this firm's check in the amount of \$122.50 which represents \$35.00 for the filing fee, \$52.50 for the certified copy, and \$35.00 for the Registered Agent Designation.

Please file the Articles of Incorporation and return the certified copy of same to this office.

Thank you for your courtesies.

Very truly yours,

  
Frederick L. Koberlein

FLK:dac  
Enclosures  
cc w/encls.: Mr. A. H. Dean

R97-1119  
Dmc  
3-24-97

FILED  
97 MAR 17 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
MANATEE MOTORS OF NORTH FLORIDA, INC.

FILED

97 MAR 17 AM 9:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida General Corporation Act.

ARTICLE I. NAME

The name of the corporation is MANATEE MOTORS OF NORTH FLORIDA, INC.

ARTICLE II. DURATION

The duration of this corporation is perpetual.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or treasury 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 price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE

is Frederick L. Koberlein. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1208 N. Young Blvd., Chiefland, Florida 32626, and the mailing address of the principal office of the corporation is P. O. Drawer 2349, Lake City, Florida 32056-2349.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>NAME</u>	<u>STREET ADDRESS</u>
A. H. Dean	1208 N. Young Blvd. Chiefland, Florida 32626

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Frederick L. Koberlein	201 N. Marion Street, Suite 301 Lake City, Florida 32055

#### ARTICLE X. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.

#### ARTICLE XI. BY-LAWS


The power to adopt, alter, amend, or repeal the By-Laws of

vote thereon. New By-Laws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

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 stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
FREDERICK L. KOBERLEIN  
Incorporator

STATE OF FLORIDA

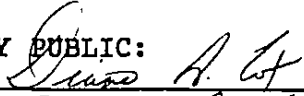
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of March, 1997, by FREDERICK L. KOBERLEIN, who is personally known to me.

NOTARY PUBLIC:

Sign

Print

  
\_\_\_\_\_  
Diane A. Cox  
State of Florida at Large (Seal)  
My Commission Expires:

OFFICIAL NOTARY SEAL  
DIANE A COX  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC342550  
MY COMMISSION EXP. FEB. 9, 1998

**FILED**  
97 MAR 17 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

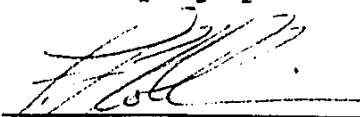
CERTIFICATE DESIGNATING PLACE OF BUSINESS ON  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that MANATEE MOTORS OF NORTH FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Chiefland, County of Levy, State of Florida, has named FREDERICK L. KOBERLEIN, whose address is 201 N. Marion Street, Suite 301, Lake City, Florida 32055, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above styled 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.

  
\_\_\_\_\_  
FREDERICK L. KOBERLEIN