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97 APR -7 PH 1:39

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: SENSIBLE AUTOMOTIVE, INC.

Enclosed is an original copy of the articles of incorporation  
and our check for \$70.00

FROM: SENSIBLE AUTOMOTIVE, INC.  
P.O. Box 2997  
Brandon, FL 33509-2997

813)651-1317  
684-8823 Kay-

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Kay  
Article IV  
100.0000

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W97-7159  
K.R. MAR 27 1997

**Articles of Incorporation**

**of**

**Sensible Automotive, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

**Article I - Name**

The name of the Corporation shall be:

**SENSIBLE AUTOMOTIVE, INC.**

**Article II - Duration**

This Corporation shall exist perpetually, commencing on the date of filing these Articles.

**Article III - Purpose**

The Corporation may engage in any activity or business under the laws of the United States and the state of Florida's General Corporation Act.

**Article IV - Capital**

The amount of capital with which the Corporation will begin business shall not be specified within these Articles, nevertheless it shall consist of equal investments by all Incorporators.

## **Article II - Initial Registered Office and Agent**

The street address of the initial principal office of this Corporation is:

3705 Coppertree Circle  
Brandon, Florida 33511

The name of the initial registered agent of this Corporation at that address is:

CHRISTOPHER M. STEBBINS

## **Article III**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by unanimous vote of the directors, but it shall never be less than one.

## **Article IIII**

The names and street addresses of the members of the Board of Directors are as follows:

HENRY M. FRUEH  
3321 King Charles Cir.  
Seffner, Florida 33584

CHRISTOPHER M. STEBBINS  
3705 Coppertree Circle  
Brandon, Florida 33511

The names and addresses of the initial incorporators signing these Articles are as follows:

HENRY M. FRUEH  
3321 King Charles Cir.  
Seffner, Florida 33584

CHRISTOPHER M. STEBBINS  
3705 Coppertree Circle  
Brandon, Florida 33511

### **Article VIII - Bylaws**

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

### **Article IX - Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be two (2).

### **Article X - Adoption of Bylaws**

A special meeting of the Directors shall be held for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such business as may come before the meeting.

### **Article XI - Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

### **Article XII - Investments**

Any investment made by the incorporators shall consist of equal amounts by each incorporator. In the case where the investment consists of unequal amounts, a loan contract or note shall be made payable to the incorporators for the difference and 1/2 point per month, or 6% annually, of that difference.

## **Article XIII - Division of Profit or Loss**

After all expenditures have been paid, any profit or loss experienced by the corporation shall be distributed in equal amounts to each incorporator, unless otherwise deemed by unanimous vote of the directors.

## **Article XIV - S Corporation Status**

It is the wish of all incorporators and directors of this corporation that SENSIBLE AUTOMOTIVE, INC. elect S Corporation status.

## **Article XV - Distribution of Assets Upon Dissolution**

In the event of dissolution, any assets shall be distributed in equal amounts to each incorporator, after all expenditures have been paid, unless otherwise deemed by unanimous vote of the directors.

## **Article XVI - Provisions for Dissolution**

The act of dissolution must be agreed to by all incorporators.

## **Article XVII - Provisions for Withdrawals**

In order for an incorporator to withdraw from the corporation, it must be agreed to by all of the remaining incorporators upon review of real or potential losses and/or profits and notes and/or loans payable to that incorporator or any other incorporator. Upon acceptance of the withdrawal the former incorporator shall not be entitled to any settlement, whether tangible or intangible, nevertheless, a settlement may be awarded as the incorporators and directors deem proper from time to time. The rejection by any incorporator shall constitute a rejection and the incorporator wishing to withdraw from the corporation must then sue for withdrawal.

### **Article XVIII - Additional Incorporators**

The admission of additional incorporators shall occur only upon unanimous consent of all other incorporators.

### **Article XIX - General Powers**

The business and affairs of the corporation shall be managed solely by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with the laws of this state.

IN WITNESS WHEREOF, We have hereunto subscribed our names and affixed  
our seals to these Articles of Incorporation, on this 18 day of MARCH 1997

Henry M. Frueh  
HENRY M. FRUEH

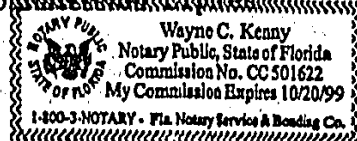
Christopher M. Stebbins  
CHRISTOPHER M. STEBBINS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared HENRY M.  
FRUEH and CHRISTOPHER M. STEBBINS, being duly sworn, deposes and says that  
they are the individuals described in and who executed the foregoing Articles of  
Incorporation and acknowledge before me that they executed the same for the pur-  
pose therein expressed.

WITNESS my hand and official seal in the above named County and State this 18  
day of MARCH, 1997

Wayne C. Kenny  
Notary Public, State of Florida  
My Commission Expires





**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: Sensible Automotive, Inc.

2. The name and address of the registered agent and office is:

Christopher M. Stebbins

(Name)

3705 Coppertree Circle

(P.O. Box NOT acceptable)

Brandon, FL 33509-2997

(City/State/Zip)

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE



DATE

April 3, 1997