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TRANSMITTAL LETTER

97 MAY 12 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

SUBJECT: KEY POINTE MOTORS Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM:

THOMAS M. CHOUINARD

Name (print or type)

3930 BROWN AVE

Address

SARASOTA, FLORIDA

City, State, Zip

(941) 957-4207

Area Code and Phone Number (Daytime)

QIN 5-15-97

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KEY POINTE MOTORS INC.

ARTICLE I NAME

The name of the corporation shall be:

KEY POINTE MOTORS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this
corporation shall be:

3930 BROWN AVE

SARASOTA, FLORIDA 34231

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is
authorized to have outstanding at any one time is:

10,000 SHARES OF VOTING

COMMON STOCK EACH WITH A PAR VALUE OF \$0.01.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

THOMAS M. CHOUINARD

3930 BROWN AVE

SARASOTA, FLORIDA 34231

ARTICLE V INCORPORATOR

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

THOMAS M. CHOUINARD

3930 BROWN AVE

SARASOTA, FLORIDA 34231

The undersigned has executed these Articles of Incorporation
this 8TH day of MAY 1997.

Thomas M. Chouinard
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

KEY POINTE MOTORS INC.

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

THOMAS M. CHOUINARD

3930 BROWN AVE

SARASOTA, FLORIDA 34231

Signature:

Thomas M. Chouinard

Title:

REGISTERED AGENT

Date:

5-8-97

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:

Thomas M. Chouinard

Date:

5-8-97

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TALLAHASSEE, FLORIDA