

HUMPHREY & KNOTT

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July 30, 1997

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: DRAKE-SMITH AUTO GROUP, INC.
Filing of Articles

Gentlemen:

I am enclosing two originals of the Articles of Incorporation for the above named corporation. In addition a check in the amount of \$122.50 is enclosed which represents the following:

- (1) Filing fee
- (2) Certification
- (3) Registered agent fee

Please file an original of the enclosed Articles and return the other with a letter of certification to my attention. Thank you.

Sincerely yours,

HUMPHREY & KNOTT, P.A.

Mark A. Horowitz

MAH/zw

Enclosures

cc: Dalton D. Drake

97 AUG -4 AM 11:19

FILED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FL

RP
8-6-97

ARTICLES OF INCORPORATION

OF

DRAKE-SMITH AUTO GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -4 AM 11:20

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be DRAKE-SMITH AUTO GROUP, INC. The principal place of business of this corporation shall be 1100 West Homestead Road, Lehigh Acres, Florida 33936.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 1100 West Homestead Road, Lehigh Acres, Florida 33936 and the name of the initial registered agent of the corporation at that address is Dalton D. Drake. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

ARTICLE V. INCORPORATORS

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

Dalton D. Drake
1100 West Homestead Road
Lehigh Acres, Florida 33936

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE VII. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE VIII. SUB-CHAPTER S ELECTION

It is the intent of the incorporators that this corporation will qualify as a Sub-Chapter S Corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers and directors to accomplish this compliance.

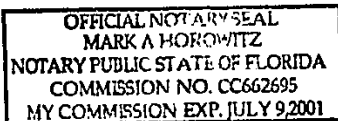
The undersigned incorporator has signed these Articles of Incorporation on this 30th day of July, 1997.

Dalton D. Drake

DALTON D. DRAKE, Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

SWORN TO AND SUBSCRIBED before me this 30th day of July, 1997.

Mark A. Horowitz
Signature of Notary Public -
State of Florida



Print, Type or Stamp
Commissioned Name of Notary
Public

Commission Number

My commission expires:

Personally known [☒] OR produced identification []

Type of identification produced: _____

DID take oath [] OR DID NOT take oath [☒]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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