

FLORIDA

DEALERS

ACCEPTANCE

10/31/97

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

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-11/03/97--01057--016
(4) ****131.25 ****131.25

Dear Secretary of State:

Enclosed please find my Articles of Incorporation along with a check for \$131.25 To begin processing a Florida Corporation called "FLORIDA DEALERS ACCEPTANCE CORPORATION".

This is an existing sole proprietorship now conducting business as Florida Dealers Acceptance in the State of Florida. Please note a copy of my occupational license with the old business address. I am renewing the license with the correct address as soon as we receive the copy of the filed articles with the State of Florida.

Your assistance in processing this new Florida Corporation is greatly appreciated. If I can be of any further assistance to you, please do not hesitate to call me.

Very truly yours,



J. Craig Dickson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION **FOR** **FLORIDA DEALERS ACCEPTANCE CORPORATION**

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business incorporation.

ARTICLE 1

The name of this corporation is FLORIDA DEALERS ACCEPTANCE CORPORATION.

ARTICLE 2

Duration of this corporation shall be perpetual until dissolution pursuant to Florida Statutes.

ARTICLE 3

The address of the principle office of the corporation is 358 Bahia Circle, Longwood, FL 32750

ARTICLE 4

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote. No shares shall be issued except pursuant to unanimous, written authorization of the Directors.

In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.


The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of

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Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE 5

The initial street address of the Corporation's registered office is 358 Bahia Circle, Longwood, FL 32750. The initial registered agent for the Corporation at that address is J. Craig Dickson. I accept as the Registered Agent: 

ARTICLE 6

The number of officers constituting the initial Board of Directors of the Corporation is three, and the names and addresses of these persons who are to serve as the initial directors are:

J. Craig Dickson, President
358 Bahia Circle
Longwood, FL 32750

John M. Nieves, Vice President
1323 Wilderness Lane
Titusville, FL 32796

Twylia R. Dickson, Treasurer, Secretary
358 Bahia Circle
Longwood, FL 32750

The number of officers may be increased as provided by the Directors.

ARTICLE 7

The name and street address of the person signing these Articles of Incorporation is J. Craig Dickson, 358 Bahia Circle, Longwood, Florida 32750.

ARTICLE 8

The Corporation shall indemnify its Directors, Officers, Employees, and Agents to the fullest extent permitted of the law.

ARTICLE 9

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the General Corporation Act of Florida.

ARTICLE 10

1. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock. In furtherance and not in limitation of general and specific powers and rights granted and conferred by the General Corporation Act of Florida, the Board of Directors is expressly authorized:

(a) To make, alter or repeal the by-laws of the Corporation.

(b) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to maintain any reserve in the manner in which it was created.

(c) By unanimous vote, and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interest of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE 11

The books of the Corporation shall be kept within the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

ARTICLE 12

Any Corporate action upon which a vote of Directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE 13

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, J. Craig Dickson, being the Incorporator of FLORIDA DEALERS ACCEPTANCE CORPORATION, have executed these Articles of Incorporation.

Signature of Incorporator



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for FLORIDA DEALERS ACCEPTANCE CORPORATION, at the place designated in these Articles of Incorporation, The undersigned is familiar with and accepts the obligations of that position, pursuant to Florida Statutes 607.0501 (3).

Registered Agent



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