

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -2 AM 8:42

P980000010435

Automax 2000 of
America, Inc.

RECEIVED
98 FEB -2 PM 4:21
DIVISION OF CORPORATIONS

Signature _____

Requested by: RC

Name _____

Date 2/2/98

Time 3:30

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

☐ LTD Partnership File _____

☐ Foreign Corp. File _____

☐ L.C. File _____

☐ Fictitious Name File _____

☐ Trade/Service Mark _____

☐ Merger File _____

☐ Art. of Amend. File _____

☐ RA Resignation _____

☐ Dissolution / Withdrawal _____

☐ Annual Report / Reinstatement _____

☒ Cert. Copy _____

☐ Photo Copy _____

☐ Certificate of Good Standing _____

☐ Certificate of Status _____

☐ Certificate of Fictitious Name _____

☐ Corp Record Search _____

☐ Officer Search _____

☐ Fictitious Search _____

☐ Fictitious Owner Search _____

☐ Vehicle Search _____

☐ Driving Record _____

☐ UCC 1 or 3 File _____

☐ UCC 11 Search _____

☐ UCC 11 Retrieval _____

☐ Courier _____

RP
02-03-98

98 FEB -2 AM 8:42

ARTICLES OF INCORPORATION

OF

AUTOMAX 2000 OF AMERICA, INC.

ARTICLE I - NAME

The name of this corporation is Automax 2000 of America, Inc. and the mailing address of the corporation is 1800 Bay Road, Sarasota, Florida 34239.

ARTICLE II - CORPORATE EXISTENCE

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - PURPOSES

This corporation is organized for the sole purpose of engaging in the business of marketing of automobiles and to transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of one dollar (\$1.00) par value common stock in a single class and series.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of infrational shares) at the price at which it is offered to others.

ARTICLE VI - RESTRICTIONS ON ISSUANCE AND TRANSFER OF STOCK

Any and all shares of stock of this corporation, whether held by its initial shareholder(s) or any subsequent shareholder(s), may not be sold or otherwise transferred during the life of its

shareholder(s) to any other person(s) except the spouse(s) of its shareholder(s) unless first offered to this corporation for purchase on the same terms and conditions as offered to the other prospective purchaser(s). Any and all such offers shall be fully set forth in writing and this corporation shall have thirty (30) days from receipt thereof to accept any and all such offers. If this corporation does not accept any such offer within thirty (30) days, the offering for sale with the other prospective purchaser(s) upon the terms no more favorable than those offered to this corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1750 Ringling Boulevard, Sarasota, Florida 34236; the name of the initial registered agent of this corporation at that address is Gary Larson.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Robert W. Geyer
1800 Bay Road
Sarasota, Florida 34239

Patrick H. Dickinson
1800 Bay Road
Sarasota, Florida 34239

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Charles J. Prescott, 2033 Wood Street, Suite 115, Sarasota, Florida 34237.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XII - INDEMNIFICATION

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject of alteration, amendment or repeal by the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors and its former officers and directors to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 29th day of January, 1998.

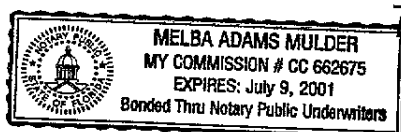

Charles J. Prescott

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, this day personally appeared Charles J. Prescott, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.


IN WITNESS WHEREOF, I have affixed my signature and official seal in the state and county above cited this 29th day of January, 1998.


Notary Public



ACCEPTANCE OF APPOINTMENT

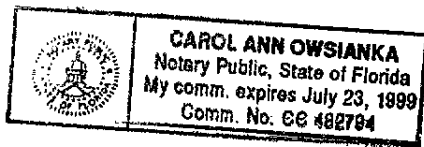
Having been designated as the Registered Agent for Automax 2000 of America, Inc.,
I hereby accept the appointment as Registered Agent and agree to comply with all
requirements of the Florida Statutes relating to my responsibilities as Registered Agent and
operation of the above-named registered office.


Gary-Larsen GARY H. LARSEN

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, this day personally appeared Gary Larson,
personally known to me and known by me to be the person who executed the foregoing
Acceptance of Appointment.

IN WITNESS WHEREOF, I have affixed my signature and official seal in the State
and County above cited this January 29, 1998.




Notary Public
My commission expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 8:43