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JAMES T. HUMPHREY
GEORGE H. KNOTT *†
GEORGE L. CONSOER, JR. **
MARK A. EBELINI
GAREY F. BUTLER

HUMPHREY & KNOTT
PROFESSIONAL ASSOCIATION
ATTORNEYS-AT-LAW

1625 HENDRY STREET (33901)
P. O. BOX 2449
FORT MYERS, FLORIDA 33902-2449

TELEPHONE (941) 334-2722

TELECOPIER (941) 334-1446

www.humphreyandknot.com

THOMAS B. HART
MARK A. HOROWITZ
MATTHEW D. UHLE
H. ANDREW SWETT
CHRISTIAN T. VAN HISE

DIRECTOR OF ZONING AND
LAND USE PLANNING
MICHAEL E. ROEDER, AICP

* Board Certified Civil Trial Lawyer
** Board Certified Real Estate Lawyer
† Board Certified Business Litigation Lawyer

June 23, 1998

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

Re: CAPITAL AUTOMOTIVE FINANCE CO.
Filing of Articles

Gentlemen:

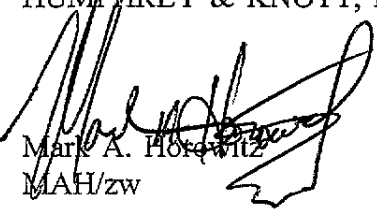
I am enclosing original and copy of the Articles of Incorporation for the above named corporation. In addition a check in the amount of \$122.50 is enclosed which represents the following:

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

Please file the original of the enclosed Articles and return the copy 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
cc: Marvin Metheny, CPA (w/encl.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 8:05

6/25/98
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ARTICLES OF INCORPORATION
OF
CAPITAL AUTOMOTIVE FINANCE CO.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 8:05

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 **CAPITAL AUTOMOTIVE FINANCE CO.** The principal place of business of this corporation shall be **3258 Fowler Street, Fort Myers, Florida 33901.**

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 **3258 Fowler Street, Fort Myers, Florida, 33901** 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
3258 Fowler Street
Fort Myers, FL 33901**

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 23rd day of June, 1998.

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

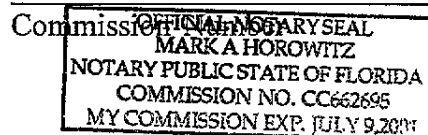
SWORN TO AND SUBSCRIBED before me this 23rd day of June, 1998.

Mark A. Horowitz

Signature of Notary Public - State of Florida

MARK A. HOROWITZ
Print, Type or Stamp Commissioned Name of Notary Public

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
98 JUN 25 AM 8:05