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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**AUTOCOUNT, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
AUTOCOUNT, INC.**

AUTOCOUNT, INC., a Florida profit corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is AUTOCOUNT, INC. The date of filing of the Corporation's original Articles of Incorporation was June 29, 1998. The date of filing of the Corporation's Articles of Amendment to Articles of Incorporation was March 3, 2004.

2. The text of Corporation's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I - NAME**

The name of the Corporation is AUTOCOUNT, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 1211 Semoran Boulevard, Suite 101, Casselberry, Florida 32707.

The Corporation's mailing address is AUTOCOUNT, INC., c/o Experian, 475 Anton Boulevard, Costa Mesa, California 92626.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares the Corporation is authorized to issue is 2,000,000 (Two Million), no par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV - PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of the Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe or acquire any unissued or treasury shares.

**ARTICLE V - REGISTERED OFFICE**

The street address of the Corporation's registered office is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's registered agent at that address is CT Corporation Systems.

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#### ARTICLE VI - DURATION

The duration of the Corporation is perpetual.

#### ARTICLE VII - PURPOSE

The purpose of the Corporation is to engage any lawful act or activity for which corporations may be incorporated under the Florida Business Corporation Act.

#### ARTICLE VIII - DIRECTORS

The authorized number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

1. Indemnification. The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Indemnification for Actions by or in the Right of the Corporation. The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Section 2 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon

application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 or 2 of this Article IX, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

4. Authorization of Indemnification. Any indemnification under Section 1 or 2 of this Article IX, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding; (b) if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (c) by independent legal counsel (i) selected by the board of directors prescribed in clause (a) or the committee prescribed in clause (b); or (ii) if a quorum of the directors cannot be obtained for clause (a) and the committee cannot be designated under clause (b), selected by majority vote of the full Board of Directors (in which directors who are parties may participate); or (d) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (4)(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

5. Advancement of Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

6. Non-Exclusivity of Indemnification Provisions. The indemnification and advancement of expenses provided pursuant to this Article IX are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was

lawful or had no reasonable cause to believe his or her conduct was unlawful; (b) a transaction from which the director, officer, employee, or agent derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of section 607.0834 of the Florida Business Corporation Act, as amended, are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. Indemnification and advancement of expenses as provided in this Article IX shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

**7. Definitions.** For purposes of this Article IX:

- (a) The term "expenses" includes counsel fees, including those for appeal;
- (b) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding; and
- (c) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

**8. Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article IX.

**ARTICLE X - LIMITATION OF LIABILITY**

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article X shall be prospective and shall not affect any rights under this Article X in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

3. The date of adoption of these Amended and Restated Articles of Incorporation was December 31, 2004.

4. These Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval.

5. These Amended and Restated Articles of Incorporation were approved by the shareholders of the Corporation. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 31<sup>st</sup> day of December, 2004.

AUTOCOUNT, INC.

By: 

Robert Starr, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 2/2/05

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary