

P98000092461



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 015608 4307842

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : October 30, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 015608-005

CUSTOMER NO: 4307842

CUSTOMER: Ms. Haley Watkins  
MARTIN ADE BIRCHFIELD &  
MARTIN ADE BIRCHFIELD &  
One Independent Dr., Ste 3000  
Post Office Box 59  
Jacksonville, FL 32201

DOMESTIC FILING

NAME: WELLINGS NISSAN, INC.

EFFECTIVE DATE:

EFFECTIVE DATE  
10-29-98

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

900002676829--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED  
98 OCT 30 PM 12:07  
DIVISION OF CORPORATION

*Dmc*  
*10/30/98*  
FILED  
98 OCT 30 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WELLINGS NISSAN, INC.

FILED

98 OCT 30 PM 12:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Wellings Nissan, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 4405 U.S.  
Highway One, Ft. Pierce, Florida 34954.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue an aggregate of Ten Thousand (10,000) shares of capital stock, divided as follows:

- A. Two Thousand (2,000) shares of Voting Common Stock, par value \$1.00 per share ("Voting Common Stock"); and
- B. Eight Thousand (8,000) shares of Non-Voting Common Stock, par value \$1.00 per share ("Non-Voting Common Stock").

EFFECTIVE DATE  
10-29-98

The Non-Voting Common Stock shall be distinguished from the Voting Common Stock in that the Non-Voting Common Stock shall have no voting privileges or power. In all other respects, the Voting Common Stock and the Non-Voting Common Stock shall have the same rights, privileges, and power. Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

#### ARTICLE V.

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Haley A. Watkins. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI.

##### INCORPORATOR

The name and address of the Incorporator of this corporation is:

##### NAME

Haley A. Watkins

##### ADDRESS

One Independent Drive , Suite 3000  
Jacksonville, Florida 32202

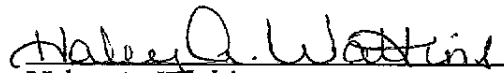
#### ARTICLE VII.

##### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the

corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 29<sup>th</sup> day of October, 1998.

  
Haley A. Watkins  
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT OF  
WELLINGS NISSAN, INC


FILED

98 OCT 30 PM 12:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Wellings Nissan, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 29<sup>th</sup> day of October, 1998.

  
Haley A. Watkins  
Registered Agent