

P980000106937

**CAPITAL CONNECTION, INC.**

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

Quality Dealer Services  
Incorporated

600002722836--4  
-12/28/98--01004--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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 \_\_\_\_\_

**EFFECTIVE DATE**  
12-31-98

98 DEC 28 AM 11:43  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Signature \_\_\_\_\_

Requested by: CS 12/28 9:18  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_  
Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF**

**QUALITY DEALER SERVICES, INCORPORATED**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 AM 11:43  
  
EFFECTIVE DATE  
12-31-98

**QUALITY DEALER SERVICES, INCORPORATED**

ARTICLE II

Existence of Corporation

This corporation shall begin existence on December 31, 1998, and shall have perpetual existence.

ARTICLE III

Purposes

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be to engage in any and all business permitted under the laws of the State of Florida, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or

personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of corporate policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and

compensation plans for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10 shares having a par value of \$ 1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

#### ARTICLE VI

##### Registered Office Principal Address and Registered Agent

The principal address and the corporation's initial registered office address is 2105 Canal Ridge Drive, Titusville, Florida 32780 and the name of the corporation's initial registered agent is Dean L. Matteson, address is 2105 Canal Ridge Drive, Titusville, Florida 32780. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

## ARTICLE VII

### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the member thereof is as follows:

Name: Dean L. Matteson	Address: 2105 Canal Ridge
	Drive, Titusville, Florida 32780

## ARTICLE VIII

### Amendment of Articles of Incorporation

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

## ARTICLE X

### Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that they (i) are or were a director of the Corporation; (ii) are or were serving at the request of the Corporation as a director of another corporation; (iii) are or were an officer of the Corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that they are or were an officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

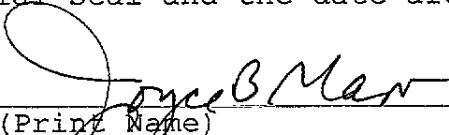
INCORPORATOR:

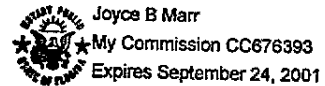
  
\_\_\_\_\_  
Dean L. Matteson

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 23<sup>rd</sup>  
day of Dec, 1998, by DEAN MATTESON, who produced  
personally known as identification and who did take an  
oath.

WITNESS my hand and official seal and the date aforesaid.

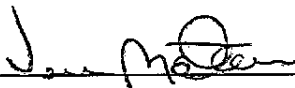
  
\_\_\_\_\_  
(Print Name)  
Notary Public - State of Florida  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

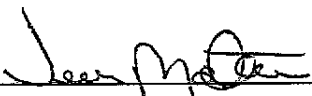
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**Quality Dealer Services, Incorporated** with its principal place of business at 2105 Canal Ridge Drive, City of Titusville, County of Brevard, State of Florida, has named Dean L. Matteson located at 2105 Canal Ridge Drive, City of Titusville, County of Brevard, State of Florida, as its agent to accept service of process within Florida.

\_\_\_\_\_

Date: 12/23/98

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

\_\_\_\_\_

Date: 12/23/98

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 AM 11:43