



THE UNITED STATES CORPORATION COMPANY

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99 JUL 27 PM 1:52

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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CUSTOMER NO: 4331939

CUSTOMER: Judy Bernero, Legal Asst GREENBERG, TRAUERIG, HOFFMAN P.A GREENBERG, TRAUERIG, HOFFMAN P.A 515 East Las Olas Boulevard Suite 1500 Fort Lauderdale, FL 33301

RECEIVED 99 JUL 27 AM 11:15 DIVISION OF STATE CORPORATIONS TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DC IMPORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: PH 7/27/99

**ARTICLES OF INCORPORATION  
OF  
DC IMPORTS, INC.  
(a Florida corporation)**

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**ARTICLE I - NAME**

The name of the Corporation is **DC Imports, Inc.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 12079 N.W. 50<sup>th</sup> Drive, Coral Springs, Florida 33076.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and address of the initial director of the Corporation is as follows:

Diane Cooke  
12079 N.W. 50<sup>th</sup> Drive  
Coral Springs, Florida 33076

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is, 515 East Las Olas Boulevard, 15<sup>th</sup> Floor, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Brent L. Moody.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Brent L. Moody, 515 East Las Olas Boulevard, 15<sup>th</sup> Floor, Fort Lauderdale, Florida 33301.

## ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

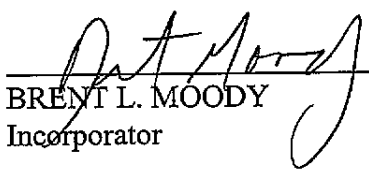
## ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

## ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of DC Imports, Inc. this 26<sup>th</sup> day of July, 1999.

  
BRENT L. MOODY  
Incorporator

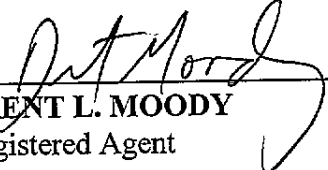
**CONSENT OF REGISTERED AGENT  
OF  
DC IMPORTS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Brent L. Moody, whose business address is 515 East Las Olas Boulevard, 15<sup>th</sup> Floor, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **DC Imports, Inc.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
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**BRENT L. MOODY**  
Registered Agent