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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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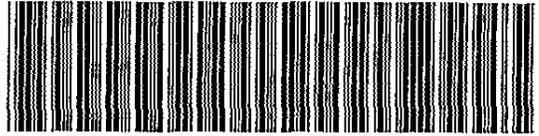
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
03 DEC 15 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Effective Date  
1/1/04

**EDMUND W. HOLT**  
*Attorney & Counselor at Law*  
1108-A North Twelfth Avenue  
Pensacola, FL 32501-3308  
(850) 434-7694

December 12, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation of MUFFLER MASTERS OF FLORIDA, INC.

To Whom it May Concern:

Enclosed are the following documents necessary to incorporate Muffer Masters of Florida, Inc.

1. Original, signed, and notarized Articles of Incorporation
2. Duplicate photocopy of the Articles.
3. My check in the amount of \$78.75 which represents \$35.00 filing fees, \$35.00 for Registered Agent Designation, and \$8.75 for a certified copy.
4. Copy of Written Action by Board of Directors of Armentrout Enterprises, Inc., dated 12/12/03, authorizing and transferring right to use of its fictitious name of *Muffer Masters* to the new corporation.

Please accept the Articles for filing and have the duplicate copy certified and returned along with the Corporate Charter to my office as soon as possible.

Thank you for your attention to this request.

Respectfully,



Edmund W. Holt

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**MUFFLER MASTERS OF FLORIDA, INC.**

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The undersigned, for purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is MUFFLER MASTERS OF FLORIDA, INC.

**ARTICLE II**

The duration of this corporation is perpetual, commencing effective January 1, 2004.

**ARTICLE III**

The general purposes for which this corporation is organized are as follows:

1. To engage in the business of automotive exhaust system installation, repair, and improvement, together with general automotive service, maintenance, and repair.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or to engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares. Such shares shall be of a single class and shall not have a par value.

**ARTICLE V**

The principal office of the corporation is 2020 North 9th Avenue, Pensacola, FL 32503; the mailing address of the corporation is P.O. Box 18097, Pensacola, FL 32503.

**ARTICLE VI**

The street address of the initial registered office of the corporation is 2020 North 9th

Avenue, Pensacola, FL 32503, and the name of its initial registered agent at such address is John R. Armentrout.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of Directors is as follows:

1. John R. Armentrout  
2060 Scenic Highway  
Pensacola, FL 32503
2. Mariella Armentrout  
2060 Scenic Highway  
Pensacola, FL 32503
3. Michael S. Armentrout  
2060 Scenic Highway  
Pensacola, FL 32503

The number of directors may be either increased or decreased from time to time by the By-laws of the corporation, but the number shall never be less than one (1).

#### ARTICLE VIII

The name and address of the incorporator is John R. Armentrout, 2060 Scenic Highway, Pensacola, FL 32503.

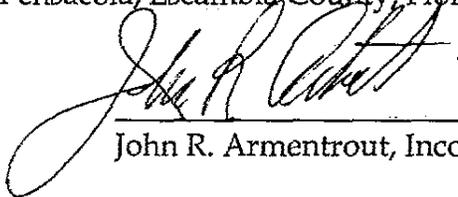
#### ARTICLE IX

Each stockholder 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 at which it is offered to existing shareholders or prospective shareholders, a pro-rata portion of the following:

1. Any stock of a class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or 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, labor done, personal property, or real property, or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation or any class or classes, or to which is

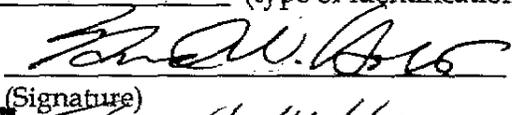
attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

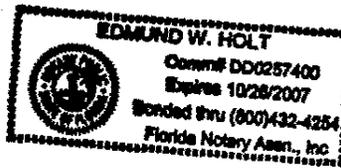
Executed by the undersigned at Pensacola, Escambia County, Florida, on the 12 day of December, 2003.

  
John R. Armentrout, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12 day of December, 2003, by John R. Armentrout, who (  ) was personally known to me or (  ) produced \_\_\_\_\_ (type of identification).

  
(Signature)



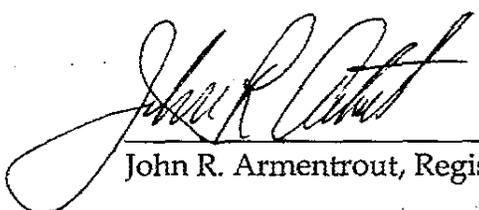
-Notary Seal-

Edmund W. Holt  
(Type or Print Notary's Name)  
Notary Public - State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

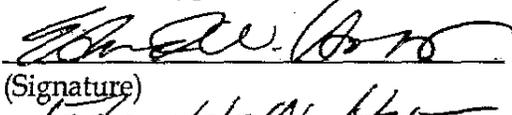
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

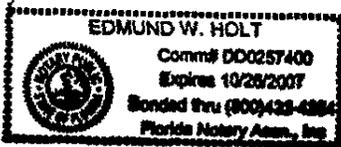
Dated: Dec 12, 2003

  
John R. Armentrout, Registered Agent

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12 day of December, 2003, by John R. Armentrout, who (  ) was personally known to me or (  ) produced \_\_\_\_\_ (type of identification).

  
(Signature)



-Notary Seal-

Edmund W. Holt  
(Type or Print Notary's Name)  
Notary Public - State of Florida

**WRITTEN ACTION OF**  
**THE DIRECTORS OF**  
**ARMENTROUT ENTERPRISES, INC.,**  
**a Florida Corporation**

The undersigned, comprising all of the members of the Board of Directors of Armentrout Enterprises, Inc., a Florida corporation, hereby consent in writing to the following action taken in lieu of a special or regular meeting of said Board of Directors duly convened:

Whereas Muffler Masters of Florida, Inc., a Florida corporation, has requested assumption of the ownership and use of the term *MUFFLER MASTERS*, which is a fictitious name duly registered, owned, and used by Armentrout Enterprises, Inc., a Florida Corporation, and

Whereas the same principals of Armentrout Enterprises, Inc., are the owners and directors of Muffler Masters of Florida, Inc., and

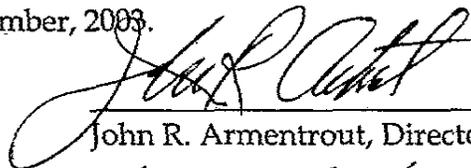
Whereas Muffler Masters of Florida, Inc., has entered into valid leases with Armentrout Enterprises, Inc., for rental of facilities and premises owned by it, and

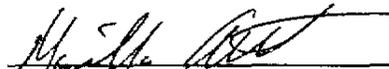
Whereas Armentrout Enterprises, Inc., is moving out of the active operation of the automotive business which is being undertaken by Muffler Masters of Florida, Inc.; it is, therefore,

RESOLVED by this written action taken in lieu of a special or regular meeting of the Board of Directors that Muffler Masters of Florida, Inc., a Florida corporation, is hereby authorized to assume ownership and use of the fictitious business name of *MUFFLER MASTERS*, effective January 1, 2004, if not commenced sooner.

RESOLVED further that the President of Armentrout Enterprises, Inc., shall promptly undertake to cancel the fictitious name registration and in conjunction with Muffler Masters of Florida, Inc., to re-register the fictitious name of *MUFFLER MASTERS* in compliance with the requirements of the Department of State of the State of Florida, as required.

Done this 12<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
John R. Armentrout, Director

  
\_\_\_\_\_  
Mariella Armentrout, aka  
Mary Armentrout, Director