

P98000048669



ACCOUNT NO. : 072100000032

REFERENCE : 836659 7144369

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : May 29, 1998

ORDER TIME : 11:22 AM

ORDER NO. : 836659-005

CUSTOMER NO: 7144369

400002541054--5

CUSTOMER: Ms. Lynn A. Stirber  
WOLF BLOCK SCHORR AND  
SOLIS-COHEN  
250 Park Avenue

New York, NY 10177

DOMESTIC FILING

NAME: DMCC ACQUISITON CORP.

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: Stacy L Earnest

611  
W98-12376

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 PM 2:30

RECEIVED  
98 MAY 29 PM 1:14  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
98 JUN -1 PM 1:05  
DIVISION OF CORPORATION

June 1, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: DMCC ACQUISITION CORP.  
Ref. Number: W98000012376

We have received your document for DMCC ACQUISITION CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 198A00030523

Please give original  
submission date as file date.

**RESUBMIT**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 PM 2:30

ARTICLES OF INCORPORATION  
OF  
DMCC ACQUISITION CORP.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 PM 2:30

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is DMCC ACQUISITION CORP.

SECOND: The street address, wherever located, of the principal office of the corporation is 1730 S. Federal Highway, Suite 315, Delray Beach, Florida 33483.

The mailing address of the corporation is 1730 S. Federal Highway, Suite 315, Delray Beach, Florida 33483.

THIRD: The number of shares that the corporation has authority to issue is one thousand, all of which are of a par value of one dollar (\$1.00) per share and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>Name</u>	<u>Address</u>
Madeline Stirber	250 Park Avenue New York, NY 10177

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.


SEVENTH: The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage in all activities related to the business of auto body repairs and to have all general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote or shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as 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.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 28, 1998

  
Madeline Stirber,  
Sole Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Article of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

**Karen B. Rozar, As Its Agent**

Date:

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DIVISION OF CORPORATIONS  
98 MAY 29 PM 2:30