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(Requestor's Name)

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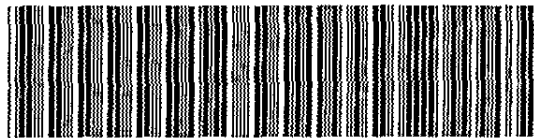
(Business Entity Name)

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SECTION 6
TALLAHASSEE, FLORIDA

VE

WILLIAM H. HALLMAN, III
503 East Jefferson Street
Brooksville, Florida 34601
(352)799-3828
FAX (352)799-4491

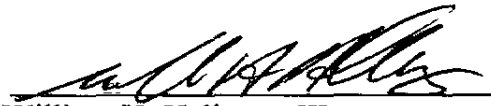
TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: 98 Auto Recyclers, Inc.
DATE: December 3, 2002

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and my check in the amount of \$78.75 for the state fee and certified copies.

Please return copies to my office as soon as the corporation has been filed.

Please note: This corporation shall be effective commencing January 1, 2003.


William H. Hallman, III
503 East Jefferson Street
Brooksville, FL 34601
(352) 799-3828
Fla. Bar No.: 0935719

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Of

98 AUTO RECYCLERS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

98 Auto Recyclers, Inc.

ARTICLE II DURATION

This corporation shall exist perpetually commencing on January 1, 2003.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

29119 Cortez Boulevard
Brooksville, Florida 34602

ARTICLE V
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares authorized
\$5.00 par value per share

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Lisa Coleman
29119 Cortez Boulevard
Brooksville, Florida 34602

ARTICLE VII
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Lisa Coleman
29119 Cortez Boulevard
Brooksville, Florida 34602

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

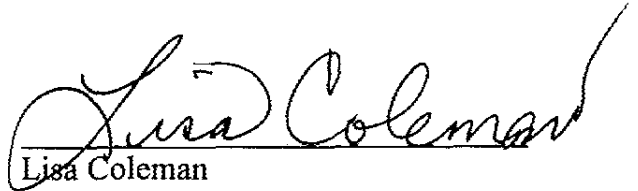
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 3rd day of December, 2002.


Lisa Coleman

**Designation and Acceptance of
Registered Agent for a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

1. The name of the corporation is:

98 AUTO RECYCLERS, INC.

2. The name of the registered agent is:

Lisa Coleman

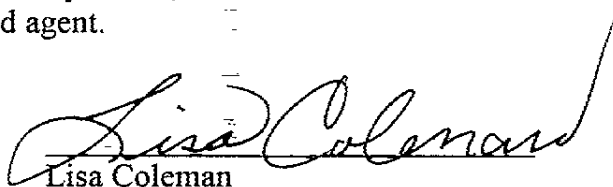
3. The address of the registered agent/registered office is:

29119 Cortez Boulevard
Brooksville, Florida 34602

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: December 3, 2002


Lisa Coleman