

Parrish, White, Lawhon & Moore, P.A.  
ATTORNEYS AT LAW

JON D. PARRISH  
JOHN P. LAW



ANTHONY M. LAWHON  
MICHAEL G. MOORE  
FLOYD S. YARNELL

**P00000055813**  
May 30, 2000

**VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: *New Filings*

Dear Sir or Madam:

FILED  
JUN -1 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600003273836--5  
-06/01/00--01068--003  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Enclosed are the following documents for filing:

1. With respect to Silent Wheels of Collier County, Inc.:
  - a. Original and one (1) copy of the Articles of Incorporation and Designation (and Acceptance) of Registered Agent; and
  - b. Our firm's check in the amount of \$78.50, representing the cost of the filing fee and one (1) certified copy of the Articles;
2. With respect to Silent Wheels, L.L.C.:
  - a. Original and one (1) copy of the Articles of Organization and Acceptance of Registered Agent; and
  - b. Our firm's check in the amount of \$125.00, representing the cost of the filing fee; and
3. With respect to Parrimoor Developments, L.L.C.:
  - a. Original and one (1) copy of the Articles of Organization and Acceptance of Registered Agent; and
  - b. Our firm's check in the amount of \$125.00, representing the cost of the filing fee.

CG  
6-9-00

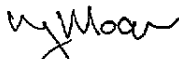
Please forward any correspondence and/or inquiries to:

Parrish, White, Lawhon & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

If you have any questions concerning the foregoing, or if you need additional information or documentation, please do not hesitate to contact my office.

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.

  
Michael G. Moore

Enclosures as stated

FILED  
00 JUN -1 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SILENT WHEELS OF COLLIER COUNTY, INC.**

00 JUN -1 PM 12:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **Silent Wheels of Collier County, Inc.**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and Florida, including but not limited to the repair and maintenance of sliding glass doors and windows.

**ARTICLE IV**

Authorized shares

Number:           The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Class A Common Stock.

Voting Rights:   One Thousand (1,000) shares of the Class A Common Stock shall entitle the holder to 1 vote per share; the remaining One Thousand (1,000) shares shall be non-voting shares.

Par Value:       Each share shall have a stated par value of \$0.10.

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#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: Law Office of Michael G. Moore, P.A., 404 10<sup>th</sup> Street South, Ste. E., Naples, Florida 34102. The initial registered agent at such address shall be Michael G. Moore.

#### **ARTICLE VI**

The name and address of the initial Incorporator are:

Michael G. Moore  
6941 Hunters Road  
Naples, Florida 34109

#### **ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

#### **ARTICLE VIII**

The physical and mailing address of the principal office is:

C/o Michael G. Moore  
404 10<sup>th</sup> Street South, Ste. E  
Naples, Florida 34102

#### **ARTICLE IX**

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**ARTICLE X**

The Board of Directors of the Corporation shall consist of two (2) members, or so many as may be specified in the corporate Bylaws. The initial Directors shall be:

Michael G. Moore  
6941 Hunters Road  
Naples, Florida 34109

Bruce Duvall  
421 Golfview Drive  
Naples, Florida 34110

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 30 day of May, 2000.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

## CERTIFICATE OF DESIGNATION

### Registered Agent/Registered Office

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the corporation is **Silent Wheels of Collier County, Inc.**

Physical Address: 404 10<sup>th</sup> Street South  
Naples, Florida 34102

Two: The name and address of the Registered Agent is:

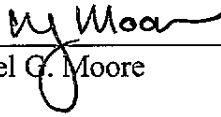
Michael G. Moore  
C/o Law Office of Michael G. Moore  
404 10<sup>th</sup> Street South, Ste. E  
Naples, Florida 34102

Executed this 30 day of March, 2000.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

FILED  
00 JUN -1 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

  
\_\_\_\_\_  
Michael G. Moore

5-30-00  
\_\_\_\_\_  
Date