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LEGAL PAD

Legal research and writing for lawyers and the self-represented

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November 10, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314-6327

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-11/17/00--01087--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

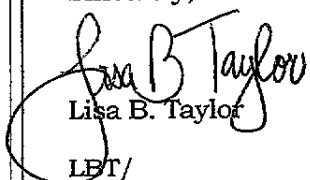
Dear Sir/Madam:

Enclosed please find Articles of Incorporation and related documentation regarding the incorporation of THE JEEP SHOP, INC. I am also enclosing my check for \$78.75, which includes the filing fee of \$70.00 plus an additional \$8.75 for certificate of status.

If anything further is required, please feel free to call me at the number listed above.

Thank you in advance for your cooperation in this matter.

Sincerely,

  
Lisa B. Taylor

LBT/  
Encl.

FILED  
00 NOV 17 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Character Counts**

Trustworthiness	Responsibility	Caring	Respect	Fairness	Citizenship
Faith	Commitment	Courage			

PW 11/20/00 -

**ARTICLES OF INCORPORATION  
OF  
THE JEEP SHOP, INC.**

FILED  
00 NOV 17 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is: **THE JEEP SHOP, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any activities of business permitted under the laws of the United States and Florida.

The specific nature of the business is to purchase and resell parts for Jeeps.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares at One Dollar (\$1.00) par value.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will be doing business is \$20,000.

**ARTICLE V. TERM**

This corporation shall have perpetual existence.

**ARTICLE VI. ADDRESS**

The post office address of the principal office of this corporation in the State of Florida is: **2270 Edison Avenue, Jacksonville, Florida 32204** and such other place as the Board of Directors from time to time move the office to any other place in Florida.

**ARTICLE VII. DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

**ARTICLE VIII. SUBSCRIBERS**

The name and post office address of the subscriber of these articles of incorporation is: **GEORGE BENJAMIN CROFT, 2270 Edison Avenue, Jacksonville, Florida 32204.**

#### ARTICLE IX. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in the corporation shall not be required to may any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of the corporation impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the subscriber to such agreement as they may see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting until he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, on in reference to , such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors are to be counted in determining whether a quorum is present, but not to be counted in calculating a majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

#### ARTICLE X. INDEMNITY

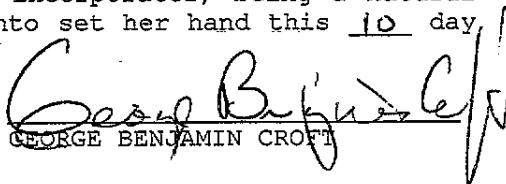
This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which shis made a party by reason of being or having been such director, officer or employee, except in

relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interest of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

#### ARTICLE XI. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF the undersigned incorporator, being a natural person competent to contract, have hereunto set her hand this 10 day of November, 2000.

  
GEORGE BENJAMIN CROFT

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GEORGE BENJAMIN CROFT to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 10th day of November, 2000.

  
NOTARY PUBLIC, State of Florida

My commission expires:



STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED

00 NOV 17 AM 10: 23

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Chapter 48.091, Florida Statutes, **THE JEEP SHOP, INC.**, a corporation organized under the laws of the State of Florida with its principal office at **2270 Edison Avenue, Jacksonville, Florida 32204** and has named **George Benjamin Croft, 2270 Edison Avenue, Jacksonville, Florida 32204**, County of Duval, State of Florida, as its agent to accept service of process within this state which may be served at **2270 Edison Avenue, Jacksonville, Florida 32204**.

OFFICER:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
GEORGE BENJAMIN CROFT	President	2270 Edison Avenue Jacksonville, FL 32204
KATHY F. CROFT	Sec./Treas.	2270 Edison Avenue Jacksonville, FL 32204

DIRECTORS:

GEORGE BENJAMIN CROFT

KATHY F. CROFT

By: George Benjamin Croft  
GEORGE BENJAMIN CROFT

By: Kathy F. Croft  
KATHY F. CROFT

ACCEPTANCE OF SERVICE

I agree as Resident Agent to accept Service of Process: to keep an office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

George Benjamin Croft  
GEORGE BENJAMIN CROFT