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Secretary of State State of Florida Corporate Division P.O. Box 6327 Tallahassee, FL 37301 OI APR -6 MIO: 56
SEORETARY OF STATE
TAIL MHASSEE FLORIDA

To whom it may concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of AXLES UNLIMITED AUTO SPECIALISTS, INC. for registration along with a check for \$122.50 to cover charter fee, etc...

Please return certified copy to me.

Sincerely,

## ARTICLES OF INCORPORATION OF

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of State of Florida.

#### ARTICLEI

The name of the corporation is <u>AXLES UNLIMITED AUTO SPECIALISTS</u>, INC.

#### ARTICLE II TERM OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

## ARTICLE III NATUREOF BUSINESS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated under the laws of the United State of America and of this State.

#### ARTICLE IV CAPITALSTRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purposes. All stock, when issued, shall be paid for and shall be non-assessable.

## ARTICLE V INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The	initial registered agent of this corporation shall be WAYNE LAYTON
The	street address of the initial registered office of this corporation is
The	initial principal place of business of this corporation and the mailing address is
regis	The Board of Directors from time to time may move the stered office to any other address in the State of Florida.

#### ARTICLE VI BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholder or until their successors are elected and qualified, or until their resignation removal from office or death is:

NAME

**ADDRESS** 

WAYNE LAYTON

636 ANHINA RD. WINTER SPRINGS, FL 32708

## ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is WAYNE LAYTON 6155 S. HWY 17-92, FERN PARK, FL 32730

#### ARTICLE IX BY LAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

### ARTICLE X INDEMNIFICATION

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

#### ARTICLE XI PRE-EMPTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

## ARTICLE XII AMENDMENTOF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended anytime by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each Director, or the time and place of the meeting and purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the Incorporation this <u>28th</u> day of	orator has executed these Articles of MAR. , 3/9/2001
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	Signature

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AXLES U	JNLIMITE	ED AUTO	<u>SPEC</u>	IALI:	STS,	INC.	desiring	to orga	nize or	ilem	f۰
under me	laws of the PARK	State of	rionda,	with	KS prin	cidal i	place of	business	in the	City	of
Florida.			_ as ag	ent to	accept	service	of proc	ess with	in the	State	of

#### **ACKNOWLEDGEMENT:**

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the is capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT

.MAR. 28, 2001

DATE

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