

T. SMITH JUN 08 2001 W-27159



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 2000

HAPPY MOTORING INC
13061 MC GREGOR BLVD
FT MYERS, FL 33919

SUBJECT: HAPPY MOTORING INCORPORATED
Ref. Number: W00000027159

We have received your document for HAPPY MOTORING INCORPORATED and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 400A00058750

Articles of Incorporation

Happy Motoring Incorporated

By the following proposed Articles of Incorporation, the undersigned does hereby declare their intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities for profit.

Articles 1 - Name

The name of this corporation shall be:

Happy Motoring Incorporated

Article 11 - Duration

EFFECTIVE DATE
6-1-01

The corporate existence of this Corporation commences on the date of subscription and acknowledgement and shall continue perpetually.

Article 111 - Purpose

The purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida, but not limited to the following:

1. To establish a corporation for the purpose of operating and managing a Tuffy Auto Service Center. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters, patents of the United States or of any foreign country, patent, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation or any other in which the corporation may have an interest as a stockholder otherwise.
2. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of or any bonds, securities, or evidences of indebtedness created by any other corporation or corporation of the State of Florida or any other State or Government, Domestic or Foreign; and while the owner of any such stock, 87bonds, securities, or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposed. To aid by loan, subsidy, guaranty, or any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed; and to do any and all other acts or things for the preservation, protection,

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improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish and such purpose.

3. To Borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights privileges of franchises, or for any other lawful purpose of its incorporation. To issue bonds, promissory note, bills of exchanges, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for and of the objects of its business. To secure the same by mortgage or mortgages, or deeds, or deeds of trust, or pledge or other lien upon any or ala of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holder of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of the Article IV hereof.
4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependencies of the United States and in Foreign Countries, without restrictions as to place or amount.
5. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.
6. To do all and everything necessary and proper for the accomplishment of any of the purposes of or in furtherance of any of the powers enumerated in these Articles of Incorporation or and amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

Article 1V - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two hundred (200) shares of common stock, each share having a par value of One (1.00) Dollar.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this

corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V-A - Additional Rights & Constraints of Stockholders

- Provides a framework for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his stock to a third party without first offering it to existing shareholders.
- Provides a framework for the purchase of stock by the remaining shareholders in the event a shareholder dies, or becomes disabled.
- Prevents a shareholder from competing against the corporation both now and as an ex-shareholder for a stated period of time.
- Requires shareholders to maintain the confidentiality of all customer names and other corporate records.
- Prevents a shareholder from impairing the goodwill of the corporation.
- Prevents a shareholder from soliciting customers of the corporation except for the corporation's business.

Article V1 - Address

The street address of the initial registered office or principal office of this Corporation is:

13061 McGregor Blvd.
Fort Myers, Fl. 33919

The mailing address is:

13061 McGregor Blvd.
Fort Myers, Fl. 33919

The name of the initial registered agent at such address is John B. MacKenzie.

Article V11 - Directors

The Corporation shall consist of (2) Directors.
The names and addresses of the Board of Directors are:

John B. MacKenzie
130 SW 46th Terrace
Cape Coral, Fl. 33914

Stephen H. Taylor
911 SW 4th Ave.
Cape Coral, Fl. 33991

The number of Directors may be increased or diminished from time to time by the by-laws.

Article V111 - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Article 1X - Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

John B. MacKenzie
130 SW 46th Terrace
Cape Coral, Fl. 33914

IN WITNESS WHEREOF, The Undersigned Incorporator has executed the foregoing Articles of Incorporation this 1 day of June, ~~May, 2001~~.

John B MacKenzie

STATE OF FLORIDA)

:SS

COUNTY OF Lee

BEFORE ME personally appeared John B. MacKenzie to me is well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he has acknowledged before me that he executed the same for the purpose thereto expressed.

WITNESS MY HAND and official seal in the County and State named above this 1 day of June, ~~May, 2001~~.

[Signature]
NOTARY PUBLIC



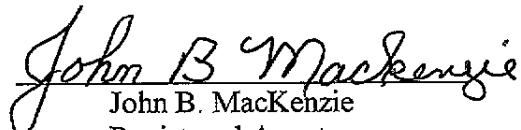
Michael R. Shirk
MY COMMISSION # CC884486 EXPIRES
January 25, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Michael Shirk
PERSONALLY KNOWN

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated 6-1-01


John B. MacKenzie
Registered Agent

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