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2001 JUL 16 AM 11:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
REPLY TO  
Port Charlotte

July 10, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

500004478595--9  
-07/17/01--01004--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Gates Auto Specialties, Inc.

Dear Sir or Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$78.75 for filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,  
HEVIA, RUSSELL & SUTTER, P.A.

Phillip J. Jones

PJJ:nsf  
Enclosures

7/18/01

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

GATES AUTO SPECIALTIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is GATES AUTO SPECIALTIES, INC..

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of \$10.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 18494 Ellen Avenue, Port Charlotte, FL 33948. The name of the initial registered agent at such address is James Gates, Sr.

ARTICLE 6. - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTORS

The name and post office address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES GATES, JR.	18494 Ellen Avenue Port Charlotte, FL 33948
JAMES GATES, SR.	18494 Ellen Avenue Port Charlotte, FL 33948

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES GATES, JR.	18494 Ellen Avenue Port Charlotte, FL 33948
JAMES GATES, SR.	18494 Ellen Avenue Port Charlotte, FL 33948

ARTICLE 9. - 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 stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the

stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 6 day of June, 2001.

Witnesses:

John L. Lipp

James W. Gates, Jr.  
JAMES GATES, JR.

John L. Lipp

James W. Gates, Sr.  
JAMES GATES, SR.

STATE OF FLORIDA:  
COUNTY OF CHARLOTTE:

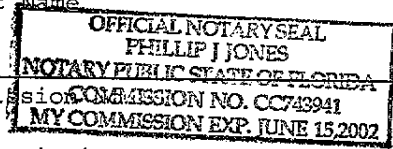
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES GATES, JR. and JAMES GATES, SR. to me known to be the persons described as incorporators or who have produced FL DL 6320-459-31-056 as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 6 day of June, 2001.

NOTARY PUBLIC:

  
Sign

Phillip J. Jones  
Print Name

  
Commission

My commission expires:

WILKINS, FROHLICH,  
JONES, HEVIA,  
RUSSELL & SUTTER  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
PORT CHARLOTTE, FLORIDA

**FILED**

2001 JUL 16 AM 11:04

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

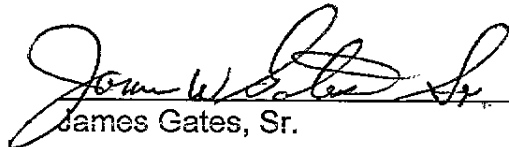
In compliance with Section 48.091, Florida Statutes, the following is submitted:

GATES AUTO SPECIALTIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 18494 Ellen Avenue, Port Charlotte, FL 33948, County of Charlotte, State of Florida, has designated JAMES GATES, SR., 18494 Ellen Avenue, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

**GATES AUTO SPECIALTIES, INC.**

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
James Gates, Sr.