

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P010000096410**  
**PNB Automotive, Inc.**

**FILED**  
01 OCT -3 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**300004621273-1**  
-10/03/01-01001-025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: **KC**

**10-3**

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**X**

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

**X**

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File **J. BRYAN OCT - 3 2001**

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

**RECEIVED**  
01 OCT -3 AM 10:49  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**PNB AUTOMOTIVE, INC.**

**FILED**  
01 OCT -3 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is PNB AUTOMOTIVE, INC..

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

- a. To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and
- b. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition;

and

c. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

d. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at \$1.00 par value.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Thousand and 00/100 Dollars (\$1,000.00).

**ARTICLE V - EFFECTIVE TIME AND DATE OF COMMENCEMENT**

Pursuant to Section 607.0203 the effective date of incorporation is to be at 5:00 p.m. on October 2, 2001..

**ARTICLE VI - TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VII - ADDRESS**

The initial street and post office address of the principal office of the corporation is 3138 Zaharias Drive, Orlando, Florida 32837. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is JENNIFER EDEN RAILEY.

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is:

Paul Borreggine  
3138 Zaharias Drive  
Orlando, Florida 32837

#### **ARTICLE X - INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

Paul Borreggine  
3138 Zaharias Drive  
Orlando, Florida 32837

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XII - SUBSCRIBER**

The name and the post office address of the subscriber to the Articles of Incorporation, the number of shares of stock which he agrees to take, and the value of the consideration therefor, is:

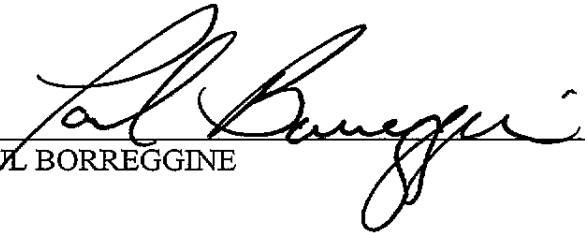
Paul Borreggine  
3138 Zaharias Drive  
Orlando, Florida 32837

1,000 shares at \$1.00 per share

**ARTICLE XIII - PRE-EMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock 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 the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2<sup>nd</sup> day of October, 2001.

  
PAUL BORREGGINE

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared PAUL BORREGGINE, who is to me personally well known and does not require identification, to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida, this 2<sup>nd</sup> day of October, 2001.

  
NOTARY PUBLIC

NANCY L. CARRIER  
(Type or Print Name)

My Commission Expires:



Nancy L. Carrier  
MY COMMISSION # CC717072 EXPIRES  
March 6, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

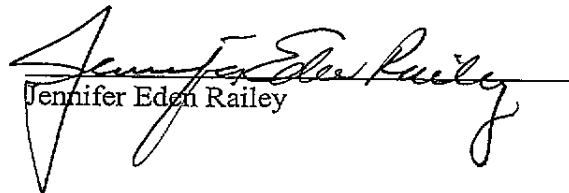
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant to Chapter 607.05091, Florida Statutes, the following is submitted, in compliance with said act.

First: PNB AUTOMOTIVE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3138 Zaharias Drive, Orlando, County of Orange, State of Florida, has named JENNIFER EDEN RILEY of 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

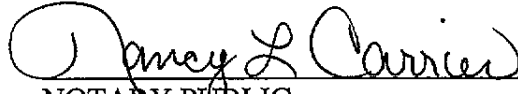
  
Jennifer Eden Railey

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JENNIFER EDEN RILEY, who is to me personally well known and does not require identification, to be the person described in and who subscribed the certificate designating place of business or domicile

for the service of process within Florida naming agent upon whom process may be served, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando,  
Orange County, Florida, this 2<sup>nd</sup> day of October, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Nancy L. Carrier  
\_\_\_\_\_  
(Type or Print Name)

My Commission Expires:



Nancy L. Carrier  
MY COMMISSION # CC717072 EXPIRES  
March 6, 2002  
BONDED THRU TROY PAUL INSURANCE, INC.

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