

CLIFFORD A. TAYLOR
ATTORNEY AT LAW

❖ *Serving our community for over a decade* ❖

P.O. Box 2090
Bunnell, FL 32110

Office Located at: 507 E. Moody Blvd.
Email: LegalMail2@aol.com

Reception: (904) 437-0020
Facsimile: (904) 437-9395

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October 31, 2001

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

In Re: Filing of New For Profit Corporation

Dear Sirs:

Please find enclosed an original Articles of Incorporation for a new Florida For Profit Corporation. Also enclosed is a check in the amount of \$78.75 for filing fees, a designation of the resident agent and for a certified copy of the articles.

Thank you for your attention to this matter.

Sincerely,


Clifford A. Taylor

FILED
01 NOV -2 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch NOV 5 2001

ARTICLES OF INCORPORATION
OF
HMS INDUSTRIES, INC.

FILED
01 NOV -2 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates herself together, to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

HMS INDUSTRIES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the manufacture of tire care products and related products.

To purchase the corporate assets of any other corporation and engage in the same 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 whole 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: 40,000 shares of common stock with a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. This provision shall not prevent the personal representative of a deceased stockholder or the guardian or an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$40,000 Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1070 Shadick Drive, Suite G, Orange City, Florida 32763. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or reduced from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL OFFICERS and DIRECTORS

The names and post office addresses of the members of the first Board of Directors and all officers are:

<u>Name</u>		<u>Address</u>
Stanley B. Lawrence	President	531 Richmond Ave. Deltona, Florida 32725
Kenneth W. Nettles	Vice President	8 Kankakee Trail Palm Coast, Florida 32164
Heather M. Manning	Secretary	531 Richmond Ave. Deltona, Florida 32725
Sue Nettles	Treasurer	8 Kankakee Trail Palm Coast, Fl. 32164

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
Stanley B. Lawrence	20,000	\$1.00 per share
Kenneth W. Nettles	20,000	\$1.00 per share

ARTICLE X. AMENDMENT

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

ARTICLE XI. PREEMPTIVE RIGHTS OF SHAREHOLDERS

This Corporation shall be governed by the majority of the stock holders, not the Board of Directors.

ARTICLE XII. INCORPORATOR

The name and address of the initial incorporator is Sue Nettles, at 8 Kankakee Trail, Palm Coast, Florida.

ARTICLE XII. REGISTERED AGENT AND OFFICE

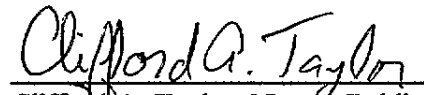
The registered agent and office for this corporation shall be Stanley B. Lawrence, 531 Richmond Ave., Deltona, Florida 32725, to accept service of process within the State as to this corporation.

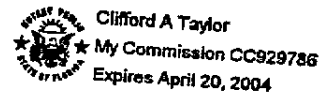

Sue Nettles, Incorporator

**STATE OF FLORIDA
COUNTY OF FLAGLER**

I HEREBY CERTIFY THAT on this day before me a Notary Public, duly authorized in the State and County named in the above to take acknowledgment, personally appeared Sue Nettles, personally known to be the person described as the incorporator, in and who executed the foregoing Articles of Incorporation, and 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 27th day of September, 2001.


Clifford A. Taylor, Notary Public



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT SUE NETTLES, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1070 SHADICK DRIVE, SUITE G, ORANGE CITY, FLORIDA 32763, STATE OF FLORIDA HAS NAMED STANLEY B. LAWRENCE, LOCATED AT 531 RICHMOND AVE., DELTONA, FLORIDA 32725 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


SUE NETTLES

Date: 9/27/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

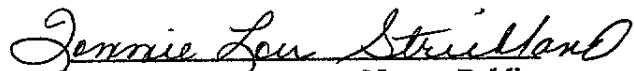

STANLEY B. LAWRENCE

Date: 9/27/01

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY THAT on this day before me a Notary Public, duly authorized in the State and County named in the above to take acknowledgment, personally appeared Stanley B. Lawrence, personally known to be the person described as the named Resident Agent and designated officer, who executed the acceptance of the duties of the Resident Agent, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 27 day of Sept, 2001.


, Notary Public

