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FAX NO.

P. 01/06

Page 1 of 2

Division of Corporations

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## Florida Department of State

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## FLORIDA PROFIT CORPORATION OR P.A.

Garage Envy, Inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 16, 2001

MCGUIRM WOODS

SUBJECT: GARAGE ENVY, INC.  
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**ARTICLES OF INCORPORATION  
OF  
GARAGE ENVY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Duration**

The name of the Corporation shall be GARAGE ENVY, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation in the State of Florida is 12870 Jebb Island Circle, in the City of Jacksonville, Florida 32224.

**ARTICLE III**

**Registered Office and Agent**

The address of the initial registered office in the State of Florida is 12870 Jebb Island Circle, in the City of Jacksonville, County of Duval 32224. The name of the initial registered agent at such address is Mark D. Berman.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to operate the franchised business described in the Franchise Agreement with Garage Tek, Inc.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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**ARTICLE V****Capital Stock**

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

**ARTICLE VI****Incorporator**

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

**Name****Address**

Mark D. Berman

12870 Jebb Island Circle  
Jacksonville, Florida 32224**ARTICLE VII****Board of Directors**

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

**Name****Address**

Mark D. Berman

12870 Jebb Island Circle  
Jacksonville, FL 32224

Steve Laveck

4525 East Antler Hill Drive  
Jacksonville, FL 32224

**ARTICLE VIII****Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE IX****Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X****Indemnification**

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

**ARTICLE XI****Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 1 day of October, 2001.

  
\_\_\_\_\_  
Mark D. Berman, Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
GARAGE ENVY, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, Mark D. Berman, located at 12870 Jebb Island Circle, Jacksonville, Florida, 32224, having been named as registered agent to accept service of process upon GARAGE ENVY, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 1 day of October, 2001.

  
Mark D. Berman, Registered Agent

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