

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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## To:

Division of Corporations  
Fax Number : (850) 205-3381

## From:

Account Name : JAMES W. GRIMSLEY  
Account Number : 119880000016  
Phone : (850) 243-6194  
Fax Number : (850) 664-5728

EFFECTIVE DATE  
12/31/01

## FLORIDA PROFIT CORPORATION OR P.A.

Mark Auto Holding Company

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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G. BULLOCK DEC 28 2001

**EFFECTIVE DATE**  
**12/31/01**

**ARTICLES OF INCORPORATION**  
**OF**  
**MARK AUTO HOLDING COMPANY**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this corporation is **Mark Auto Holding Company**.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date specified in Article V below.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CORPORATE STOCK**

This corporation is authorized to issue the following common stock:

- (i) Class A: 1,000,000 shares
- (ii) Class B: 10,000,000 shares

The holders of Class A stock shall be entitled to one vote per share on any matter including the election of Directors. Class B stock shall be non-voting shares, and the holders thereof shall not be entitled to vote on any matter.

**ARTICLE V - COMMENCEMENT DATE**

In accordance with Section 607.0203, Florida Statutes, the date when the corporate existence shall commence is December 31, 2001.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of this corporation is **230 SW Hollywood Boulevard, Fort Walton Beach, Florida 32548** and the name and address of the initial registered agent of this corporation is **JAMES W. GRIMSLEY, 25 Walter Martin Road NE, Fort Walton**

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Beach, Florida 32548.

#### ARTICLE VII - 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. The name and address of the initial director of this corporation is:

Mark A. Hampton  
506 Gulf Shore Drive, Apt. 119  
Destin, FL 32541

#### ARTICLE VIII- INCORPORATORS

The name and address of the incorporator is:

James W. Grimsley  
25 Walter Martin Road, NE  
Ft. Walton Beach, FL 32548

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation, this 28th day of December, 2001.


  
JAMES W. GRIMSLEY

(Seal)

STATE OF FLORIDA  
COUNTY OF OKALOOSA

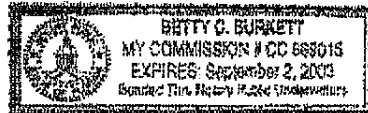
Before me, a notary public authorized to take acknowledgments in the State and  
County set forth above, personally appeared **JAMES W. GRIMSLEY**, who is personally known  
to me, and who did take an oath, and known by me to be the person who executed the foregoing  
Articles of Incorporation and said person acknowledged before me that he executed those Articles  
of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and  
County aforesaid this 28th day of December, 2001.



Notary Public  
Typed Name.....  
Commission No.  
My Commission Expires:

Prepared by:  
JAMES W. GRIMSLEY  
Smith, Grimsley, Bauman, Pinkerton,  
Petermann & Wells  
P.O. Box 2379  
Fort Walton Beach, FL 32549



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TALLAHASSEE, FLORIDA


Certificate Designating Place of Business or Domicile for the Service of Process on this State,

Naming Agent upon Whom Process May be Served:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

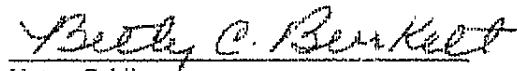
FIRST: That **MARK AUTO HOLDING COMPANY**, a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Fort Walton Beach, Florida, has named **JAMES W. GRIMSLEY, 25 Walter Martin Road, NE, Fort Walton Beach, Florida, 32548**, as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process for the above-named 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 performance of my duties.

  
JAMES W. GRIMSLEY  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **JAMES W. GRIMSLEY** who is personally known to me, and who did take an oath, this 28th day of December, 2001.

  
Notary Public  
Typed Name  
Commission No.  
My Commission Expires:

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corporate/mark auto holding company aoi

