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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

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January 15, 2002

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

Re: Incorporation of  
RUSSELL'S CLUTCH & REPAIR, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of RUSSELL'S CLUTCH & REPAIR, INC. Please affix your approval on the copy and return it to my office.

My check in the amount of \$122.50 is enclosed to cover the costs of the Filing Fee and a Certified Copy of Charter, and Registered Agent Designation.

Should you have any questions whatsoever, please feel free to contact me.

Very truly yours,

James L. Goetz  
JLG:dfh  
Encl.

FILED  
2002 JAN 22 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1/29/02

ARTICLES OF INCORPORATION

OF

RUSSELL'S CLUTCH & REPAIR, INC.

FILED

2002 JAN 22 AM 9:21

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is RUSSELL'S CLUTCH & REPAIR, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### **ARTICLE VI - ADDRESS**

The initial street address of the principal office of this corporation is 2030 Ortiz Avenue, Fort Myers, Florida, 33905.

#### **ARTICLE VII - DIRECTORS**

This corporation shall have one Director. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

#### **ARTICLE VIII - INITIAL DIRECTORS**

The names and street addresses of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

Russell Goff  
1541 Medford Place  
Lehigh Acres, Florida 33936

#### **ARTICLE IX - SUBSCRIBERS**

The names and street addresses of the subscribers of these Articles of Incorporation and the number of shares of stock they have agreed to take are as follows:

Russell Goff  
1541 Medford Place  
Lehigh Acres, Florida 33936  
100 Shares

#### **ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation is Russell Goff. The street address of the initial registered office is: 2030 Ortiz Avenue, Fort Myers, Florida 33905.

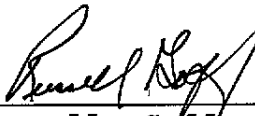
#### **ARTICLE XI - EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII - 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 shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereupon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 18th day of January, 2002.

  
\_\_\_\_\_  
Russell Goff

STATE OF FLORIDA

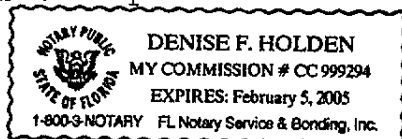
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared RUSSELL GOFF, to me personally known, or who has produced a driver's license as identification, and who did take an oath, who, after being duly sworn, and who deposed and said that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above written this 18th day of January, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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

Pursuant to Chapter 607.0501, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST, that desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles  
of Incorporation, at Fort Myers, County of Lee, State of  
Florida, has named RUSSELL GOFF, located at 2030 Ortiz Avenue, Fort  
Myers, Florida 33905, as its agent to accept service of process  
within this State.

ACKNOWLEDGMENT

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

By: \_\_\_\_\_

RUSSELL GOFF

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TALLAHASSEE FLORIDA