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LAW OFFICES  
THAYER M. MARTS  
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THAYER M. MARTS

Reply to:  
Tallahassee

Post Office Box 6366  
4437 Jackson Street  
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02 FEB 15 PM 9:24  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

February 13, 2002

100004929741--8  
-02/15/02--01039--007  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

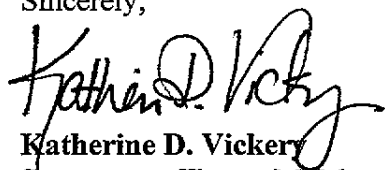
Re: The Corporation of Ellis Helm Services, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation and a check for \$78.00 to have this filed. If you would please send a copy of the filing to the above Tallahassee address, it would be appreciated.

Please feel free to call about any questions or concerns.

Sincerely,



Katherine D. Vickery  
Secretary to Thayer M. Marts

/kdv

J. BRYAN FEB 20 2002

**ARTICLES OF INCORPORATION  
OF  
ELLIS HELM SERVICES, INC.**

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is ELLIS HELM SERVICES, INC.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation are automotive consulting services.

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.

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 or property, or other instruments to secure the payment of corporate indebtedness as required.

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

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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 of 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 100 share of common stock having a nominal or par value of \$1.00 value per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation. The primary shareholder will be Ellis Helm, with 60 shares and the secondary shareholder will be Colleen A. Helm, with 40 shares.

### **ARTICLE IV INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

### **ARTICLE V TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the principal registered office of this corporation in the State is Florida is 7371 Skipper Lane, Tallahassee, Florida 32317. The Board of Directors may from time to time move the principal registered office to any other address in Florida. The initial registered agent of this corporation is THAYER M. MARTS, whose business address is 155 Office Plaza Drive, Tallahassee, Florida 32301.

### **ARTICLE VII DIRECTORS**

The corporation shall have two (2) directors, initially. The number of director may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

### **ARTICLE VIII INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

NAME

ADDRESS

Ellis Helm  
Colleen A. Helm

7371 Skipper Lane, Tallahassee, Florida 32317.  
7371 Skipper Lane, Tallahassee, Florida 32317.

**ARTICLE IX  
INCORPORATORS**

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

NAME

ADDRESS

Ellis Helm

7371 Skipper Lane, Tallahassee, Florida 32317

**ARTICLE X  
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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

  
\_\_\_\_\_  
ELLIS HELM

  
\_\_\_\_\_  
COLLEEN A. HELM

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of County named above to take acknowledgements, personally appeared ELLIS HELM, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and county named above this 8<sup>th</sup> day of February, 2002.

Kathy B. Belton  
NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of County named above to take acknowledgments, personally appeared COLLEEN A. HELM, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and county named above this 8th day of February, 2002.

Kathy B. Belton  
NOTARY PUBLIC

My Commission Expires:



Kathy B. Belton  
MY COMMISSION # CC957761 EXPIRES  
July 30, 2004  
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 COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ELLIS HELM SERVICES, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Tallahassee, STATE OF FLORIDA, HAS NAMED Thayer M. Marts, LOCATED AT 155 Office Plaza Drive, CITY OF Tallahassee, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Ellis Helm  
(CORPORATE OFFICER)

TITLE

Pres.

DATE

2-8-02

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

*[Handwritten Signature]*  
*[Handwritten Date: 2-17-02]*

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TALLAHASSEE, FLORIDA