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TRANSMITTAL LETTER

2-14-02

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

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-02/18/02--01020--015

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

SUBJECT:

M & W AUTO BROKERS, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

Return to:

FROM: F. B. ESTERGREN, P.A.

Name (Printed or typed)

P.O. DRAWER 2167

Address

FT. WALTON BEACH, FL 32549

City, State & Zip

1 850 243 0139 or 1 850 830 4268

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 FEB 18 AM 10:29

FILED

NOTE: Please provide the original and one copy of the articles.

2/21/02

ARTICLES OF INCORPORATION

OF

FILED

M & W AUTO BROKERS, INC.

2002 FEB 18 AM 10:29

ARTICLE I - NAME:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation is: M & W AUTO BROKERS, INC.,
hereinafter referred to as the "Corporation".

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon
the filing of the Articles of Incorporation with the Department
of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in
the Auto Brokerage business and for the purpose of transacting
any or all other lawful business not inconsistent with Laws of
the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One
Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the issuance of any new stock of
the same kind, class or series as that which he or she already holds,
whether for or without consideration, including but not limited to new
stock issued as compensation to directors, officers, agents or employees,
of the corporation or to satisfy conversion or option rights; shall
have the right to purchase his or her pro-rata share thereof (as nearly
as may be done without the issuance of fractional shares) at the same
price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is:
1769 Union St., Niceville, FL 32578 and the mailing address is:
1769 Union St., Niceville, FL 32578.

The name of the Registered Agent of the Corporation is:
ALICE MASENGALE, and the street office address of such
registered agent and registered office of the Corporation is:
1769 Union St., Niceville, FL 32578.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have two directors initially. The
number of directors may be either increased or decreased
from time to time by the By-Laws but shall never be less than one.
The names and addresses of the initial directors of the Corporation
are: ALICE MASENGALE, 1769 Union St., Niceville, FL 32578.

BARBARA WELLS, 1915 Sparrow Ln, Navarre, FL 32566.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:
ALICE MASENGALE, 1769 Union St., Niceville, FL 32578.

ARTICLE IX - BY-LAWS:

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

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this Charter that the directors may
sell the capital stock of the Corporation in accordance with
the conditions of Sections 1243-1244, inclusive, of the
Internal Revenue Code of 1954 as amended.

Having been named as registered agent to accept service of process for the above named corporation at the place designated in these Articles, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

Alice Masengale

Registered Agent-Alice Masengale

Alice Masengale

Incorporator-Alice Masengale

Feb 12 2002

Date

Feb 12 2002

Date

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2002 FEB 18 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA