

P02000042751

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000139571 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : JOHNSTON & SASSER, P.A.
Account Number : I19990000207
Phone : (352) 796-5123
Fax Number : (352) 799-3187

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN 28 PM 4:56

RECEIVED
02 JUN 28 PM 4:16
DIVISION OF CORPORATIONS

BASIC AMENDMENT

SUNCOAST TRIM, DESIGN, AND DETAILING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

*Amended & Restated
Articles*

07-01-02
DC

Department of State 6/28/2002 3:42 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2002

SUNCOAST TRIM, DESIGN, AND DETAILING, INC.
1458 HATHAWAY AVENUE
SPRING HILL, FL 34608

SUBJECT: SUNCOAST TRIM, DESIGN, AND DETAILING, INC.
REF: P02000042751

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ Article VII - INCORPORATOR(S) should be reworded in the following manner if you choose to leave this article in the amended and restated articles: THE NAMES AND ADDRESSES OF THE INCORPORATORS TO THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION ARE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000139571
Letter Number: 902A00041440

Department of State 5/16/2002 2:48 PAGE 1/2 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2002

SUNCOAST TRIM, DESIGN, AND DETAILING, INC.
1458 HATHAWAY AVENUE
SPRING HILL, FL 34608

SUBJECT: SUNCOAST TRIM, DESIGN, AND DETAILING, INC.
REF: P02000042751

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

*****QR*****

If adopted by the shareholders, the document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The incorporator(s) cannot be amended or changed. Please correct your

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlana Connell
Corporate Specialist

FAX Aud. #: H02000139571
Letter Number: 902A00031353

Fax Audit Number H02000139571 2

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 JUN 28 PM 4:56

CERTIFICATE TO AMENDED
AND RESTATED
ARTICLES OF INCORPORATION
OF

SUNCOAST TRIM, DESIGN, AND DETAILING, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of Incorporation:

FIRST: Amendment adopted: Entire restatement of Articles of Incorporation as attached.

SECOND: The date of the amendment's adoption was June 20, 2002.

THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.


James F. Manning, Director


John F. Manning, Director


Robert Manning, Director

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

Fax Audit Number H02000139571 2

Fax Audit Number H02000139571 2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNCOAST TRIM, DESIGN, AND DETAILING, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is SUNCOAST TRIM, DESIGN, AND DETAILING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in business of auto trim and design.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

Fax Audit Number H02000139571 2

Fax Audit Number H02000139571 2

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address is James F. Manning, 1458 Hathaway Avenue, Spring Hill, Florida. The principal office and mailing address of this corporation is 1458 Hathaway Avenue, Spring Hill, Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James F. Manning	1458 Hathaway Avenue, Spring Hill, Florida
John F. Manning	1458 Hathaway Avenue, Spring Hill, Florida
Robert Manning	15685 North Greenway-Hayden Lp #100c, Scottsdale, AZ 85260

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the Incorporators to these Amended and Restated Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
James F. Manning	1458 Hathaway Avenue, Spring Hill, Florida
John F. Manning	1458 Hathaway Avenue, Spring Hill, Florida
Robert Manning	15685 North Greenway-Hayden Lp #100c, Scottsdale, AZ 85260

Fax Audit Number H02000139571 2

Fax Audit Number H02000139571 2

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Fax Audit Number H02000139571 2

Fax Audit Number H02000139571 2**ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15TH day of May, 2002.

James F. Manning
James F. Manning

John F. Manning
John F. Manning

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me James F. Manning and John F. Manning, who are personally known to me or who produced personally known as identification, and who did not take an oath, this 15 day of May, 2002.

Barbara Renfro
Notary Public

(Stamp, type, or print name and
date commission expires along with
commission number below or to the left)



Barbara Renfro
MY COMMISSION # CC747941 EXPIRES
August 3, 2004
BONDED THRU TROY FAIR INSURANCE INC.

Fax Audit Number H02000139571 2

Fax Audit Number H02000139571 2

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

SUNCOAST TRIM DESIGN AND DETAILING, INC.

2. The name and address of the registered agent and office is:

James F. Manning, 1458 Hathaway Avenue, Spring Hill, Florida

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



James F. Manning

05/15/02

Date

Fax Audit Number H02000139571 2