

# GROVER LAW OFFICE

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**P02000056290**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-05/20/02--01037--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Mastcar II, Inc.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

     \$70.00  
Filing Fee

  X   \$78.75  
Filing Fee &  
Certificate

     \$122.50  
Filing Fee &  
Certified Copy

     \$131.25  
Filing Fee,  
Certified Copy,  
& Certificate

FROM: Steven K. Grover  
868 99<sup>th</sup> Avenue North  
Suite 1  
Naples, Florida 34108  
Telephone: 941-592-5109  
Facsimile: 941-592-5301

FILED  
2002 MAY 20 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05-21-02  
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**ARTICLES OF INCORPORATION  
OF**

**MASTCAR II, INC.**

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: Mastcar II, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are:  
3309 Timberwood Circle, Naples, Florida 34105

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is 1000 shares, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent are: Steven K. Grover 868 99<sup>th</sup> Avenue North, Suite 1, Naples, Florida 34108

**ARTICLE V. INCORPORATORS**

The names and street addresses of the incorporators of these articles of incorporation are:  
Richard Mast, Jr. 3309 Timberwood Circle, Naples, Florida 34105  
Patricia L. Mast 3309 Timberwood Circle, Naples, Florida 34105

**ARTICLE VI. TRANSFER RESTRICTIONS**

If the holders of any of the corporation's shares or other securities (collectively, the "corporation's securities") enter into one or more written agreements among themselves or among themselves and the corporation that impose limitations on the transfer of the corporation's securities or that otherwise provide for the purchase and sale of the corporation's securities upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of the corporation's securities in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire the corporation's securities from or through a party to the agreement shall be bound by the agreement's terms and provisions as if they were parties to the agreement.

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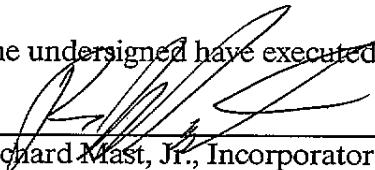
**ARTICLE VII. TRANSFER RESTRICTIONS IF "S CORPORATION"**

At any time that the corporation is an "S corporation" as that term is defined in the Internal Revenue Code of 1986, as amended, and regardless of the existence of any written agreement to the contrary, no shareholder may transfer, either directly or indirectly, any shares of the corporation to any person or entity if the transfer would disqualify the corporation as an S corporation under any federal or state statute, rule, or regulation, and any such attempt to transfer shares of the corporation shall be void and ineffective in all respects.

**ARTICLE VIII. JOINTLY-HELD STOCKS**

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

The undersigned have executed these Articles of Incorporation on this 16 day of May, 2002.

  
Richard Mast, Jr., Incorporator

  
Patricia L. Mast, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Steven K. Grover

Date: 5-16-02