

# George N. Klimis, P.A.

Attorney at Law

♦ L.L.M. Taxation ♦

June 19, 2002

PO 2000068995

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

300005913443--4  
-06/21/02--01087--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **RPM Auto Sales, Inc.**

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, I have enclosed my firm's check in the amount of \$78.75 for filing of the same.

Upon processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the Articles and forward the endorsed copy to my office to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact my office by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

**GEORGE N. KLIMIS, P.A.**

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

George N. Klimis, Esquire

GNK/ab

Enclosures: As referenced above

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 21 AM 11:01

FILED

23 E. Tarpon Avenue, Tarpon Springs, Florida 34689  
Phone: 727-943-9551 \* Fax: 727-943-9081

C

7/5/02

FILED  
102 JUN 21 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**RPM AUTO SALES, INC.**

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is **RPM AUTO SALES, INC.** The address of the principal office of this Corporation shall be 16445 Benes Roush Road, Brooksville, Florida 34604, and the mailing address of the Corporation shall be 16445 Benes Roush Road, Brooksville, Florida 34604.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is GEORGE N. KLIMIS.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) Directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

Name

Address

John Morrell

16445 Benes Roush Road  
Brooksville, FL 34604

**Kelly Morrell**

**16445 Benes Roush Road  
Brooksville, FL 34604**

**Vincent Morrell**

**16445 Benes Roush Road  
Brooksville, FL 34604**

**ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

**Name**

**Address**

**George N. Klimis**

**23 East Tarpon Avenue  
Tarpon Springs, FL 34689**

**ARTICLE 8: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

**ARTICLE 9: INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

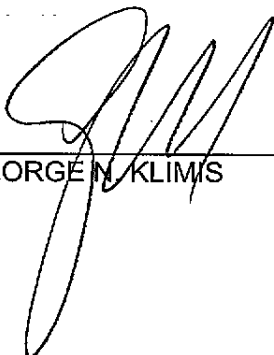
**ARTICLE 10: BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 11: AMENDMENT**

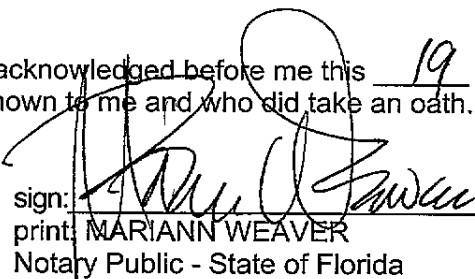
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

19 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of June, 2002.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 19 day of June, 2002, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
sign: \_\_\_\_\_  
print: MARIANN WEAVER  
Notary Public - State of Florida

MARIANN WEAVER  
Notary Public, State of Florida  
My comm. exp. Mar. 19, 2004  
Comm. No. CC919763

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 19 day of June, 2002.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

FILED  
02 JUN 24 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

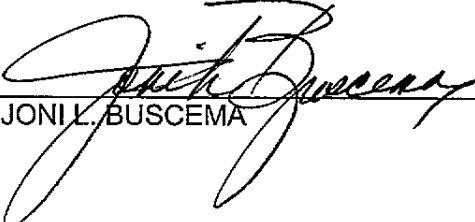
ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

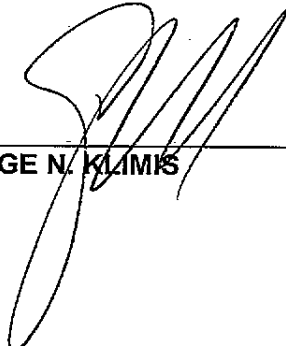
The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto **John Morrell, Kelly Morrell, and Vincent Morrell** all of their right, title and interest, if any, as incorporators of the Corporation.

Witness my hand and seal this 19 day of June, 2002.

Witnesses:

  
AMBER L. BROWN

  
JONI L. BUSCEMA

  
GEORGE N. KLIMIS