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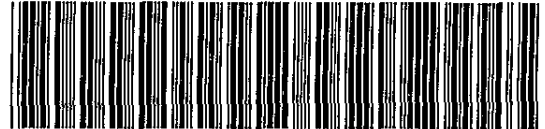
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## **Tri-County Services**



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November 11, 2003

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

**Re: Articles of Incorporation for Ace Automotive, Inc.**

Enclosed herewith are the original and one copy of the Articles of Corporation for Ace Automotive, Inc. Also enclosed is our check in the amount of \$78.75 to defray the filing fees.

Please return a certified copy of the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,

Francis M. Sorgman, Preparer  
5510 River Road, Suite 109  
New Port Richey, Fl. 34652  
1-877-847-6637

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1                                   **ARTICLES OF INCORPORATION**  
2                                   **Of**  
3                                   **ACE AUTOMOTIVE, INC.**

---

4           The undersigned acting as the Incorporator under Florida Business Corporation Act,  
5 adopts the following articles of incorporation for such corporation:

6                                   **ARTICLE I – CORPORATE NAME**

7                                   The Name of the corporation is:

8                                   **ACE AUTOMOTIVE, INC.**

9                                   **ARTICLE II - DURATION**

10                                  This corporation shall exist perpetually unless dissolved according to Florida Law.

11                                  **ARTICLE III – PURPOSE**

12                                  The corporation is organized for the purpose of engaging in any activities or business  
13 permitted under the laws of the United States and Florida.

14                                  **ARTICLE IV - CAPITAL STOCK**

15                                  The corporation is authorized to issue 100 shares of common stock, par value \$5.00 per  
16 share.

17                                  **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

18                                  **A. Board of Directors.** The power of this Corporation shall be exercised, its properties  
19 controlled and its affairs conducted by a Board of Directors consisting of not less than one (1)  
20 persons and not more than ten (10) persons. The initial number of Directors of the Corporation  
21 shall be one (1), provided, however, that such number may be changed pursuant to the Bylaws  
22  
23  
24  
25

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1 duly adopted by the Board. At all times the member of the Board of Directors shall be divided as  
2 equally as the number of Directors will permit into two (2) classes: Class 1, Class 2.

3 The term of office for all Directors shall be two (2) years except for the term of office of  
4 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of  
5 the initial Class 2 of Director(s) shall expire two (2) years thereafter.

6  
7 The name and address of such initial members of the Board of Directors are as follows:

8 NAME: Karen M. Lentz (Class 1)  
9 ADDRESS: 5141 Larch Lane  
10 CITY: New Port Richey, Fl. 34653  
11 PHONE: (727) 815-9055

12 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified  
13 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly  
14 as the number of Directors will permit, one-half of the Directors of this Corporation shall be  
15 elected at each annual meeting of the Corporation.

16 Any action required or permitted to be taken by the Board of Directors under any  
17 provision of law may be taken without a meeting, if a majority of members of the Board shall  
18 individually or collectively consent in writing to such action. Such written consent or consents  
19 shall be held with the minutes of the proceedings of the Board, and any such action by written  
20 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate  
21 or other document filed under any provision of law which relates to actions so taken shall state  
22 that the action was taken by written consent of the Board of Directors without a meeting. Such a  
23 statement shall be prima facie evidence of such authority.  
24

1       **B. Corporate Officers.** The Board of Directors shall elect the following officers:  
2 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the  
3 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall  
4 be elected at the first annual meeting of the Board of Directors. Until such election is held, the  
5 following persons shall serve as corporate officers:  
6

7 <u>Title</u>	<u>Name</u>
8       President	Karen M. Lentz
9       Vice President	Karen M. Lentz
10      Secretary & Treasurer	Karen M. Lentz

11  
12       **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

13       The principal place of business and mailing address of this corporation shall be:

14       **Principle Place of Business: 5945 Massachusetts Ave., New Port Richey, FL 34653**

15       **Mailing Address: 5141 Larch Lane, New Port Richey, FL 34653**  
16

17       **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

18       The street address of the initial registered office and the name of the initial registered  
19 agent at that office are:  
20

21       NAME:       Karen M. Lentz  
22       ADDRESS:   5141 Larch Lane  
23       CITY:       New Port Richey, FL 34653  
24       PHONE:      (727) 815-9055

1 **ARTICLE VIII - INCORPORATORS**

2 The names of addresses of the Incorporators signing these Articles of Incorporation are as  
3 follows:

4 NAME: Karen M. Lentz  
5 ADDRESS: 5141 Larch Lane  
6 CITY: New Port Richey, Fl. 34653  
7 PHONE: (727) 815-9055

8 **ARTICLES IX - MANNER OF ELECTION OF DIRECTORS**

9 The manner in which the directors are elected or appointed is as follows:

10 **By major vote of the stockholders**

11 **ARTICLE X - LIMITATION OF CORPORATION OF POWERS**

12 The corporate powers of this corporation are as provided in FS § 607.0302, unless  
13 limited as follows: **There are no limitations expressed, implied or contemplated.**

14 The undersigned Incorporator has executed these articles of incorporation on this

15 13 day of November, 2003

16  
17  
18  
19 x Karen M. Lentz  
Signature of Incorporator

20 Karen M. Lentz  
21 Typed name of Incorporator signing

1 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

2 PURSUANT TO FS § 607.052, THE UNDERSIGNED CORPORATION,  
3 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE  
4 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/  
5 REGISTERED AGENT, IN THE STATE OF FLORIDA.

6 The above corporation, organized under the laws of the State of Florida with its  
7 registered office as indicated in the Articles of Incorporation at, **5141 Larch Lane, New Port**  
8 **Richey, Florida 34653** has named **Karen M. Lentz**, located at the aforesaid address, as its  
9 registered agent to accept service of process within the state.

10  
11 Having been named as registered agent and to accept service of process for the above  
12 stated corporation at the place designated in this certificate, I hereby accept the appointment as  
13 registered agent and agree to act in this capacity. I further agree to comply with the provisions of  
14 all statutes relating to the proper and complete performance of my duties, and I am familiar with  
15 and accept the obligations of my position as registered agent.

16  
17 x Karen M. Lentz  
18 (Signature)

11-13-03  
(Date)

19 NAME: Karen M. Lentz  
20 ADDRESS: 5141 Larch Lane  
21 CITY: New Port Richey, Fl. 34653  
22 PHONE: (727) 815-9055  
23  
24  
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