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Florida Department of State  
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## From:

Account Name : C T CORPORATION SYSTEM  
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## DOMESTICATION

Carnuts, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$120.00

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TALLAHASSEE, FLORIDA

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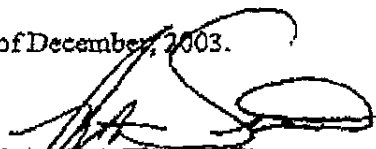
**CERTIFICATE OF DOMESTICATION**

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TALLAHASSEE, FLORIDA

The undersigned, on behalf and in the name of CarNuts, Inc., a New Jersey corporation ("Company"), hereby certifies in accordance with Section 607.1801 of the Florida Business Corporation Act as follows:

1. The date on which the Company was formed was June 15, 1999.
2. The jurisdiction where the Company was first formed, incorporated or otherwise came into being was New Jersey.
3. The name of the Company immediately prior to the filing of this Certificate of Domestication was CarNuts, Inc.
4. The name of the Company as set forth in the Articles of Incorporation filed herewith is CarNuts, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Company or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was New Jersey.
6. Attached are Articles of Incorporation necessary to complete the domestication requirements of Section 607.1801 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has set his hand and seal to this Certificate of Domestication on behalf of the Company this 31 day of December, 2003.

  
Robert Street  
Its Vice President

ARTICLES OF INCORPORATION  
OF  
CARNUTS, INC.

ARTICLE I.

NAME

The name of this corporation is CarNuts, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 3508 Cardinal Point Drive, Jacksonville, Florida 32257.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$.01) per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 8652 Pebble Creek Lane, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Robert Street. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Robert Street

3508 Cardinal Point Drive  
Jacksonville, Florida 32257

ARTICLE VI.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall indemnify its directors and officers to the full extent permitted by applicable law. No director of this corporation shall be liable to said corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any right of protection of an officer or director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and affixed his seal this 31<sup>st</sup> day of December, 2003.

  
Robert Street, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
CARNUTS, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon CarNuts, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 8652 Pebble Creek Lane, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, the undersigned Registered Agent, has hereunto set its hand and seal in Jacksonville, Duval County, Florida, on this <sup>31</sup>~~29~~<sup>th</sup> day of December, 2003.

  
Robert Sfeet, Registered Agent

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