

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660**FLORIDA PROFIT CORPORATION OR P.A.****Rampage Automotive, Inc.**

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ARTICLES OF INCORPORATION

RAMPAGE AUTOMOTIVE, INC.

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation shall be:

RAMPAGE AUTOMOTIVE, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be:

Park Place Center, Suite I
6260 39th Street North
Pinellas Park, Florida 33791

ARTICLE III CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be One Million (1,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

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3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of Directors.

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE IV
EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 101 E. Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the initial registered agent of this Corporation at such office shall be Ronald G. Hock. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of a number of Directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall consist of Three (3) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
D. Chris Parker	Park Place Center, Suite I 6260 39 th Street North Pinellas Park, Florida 33791
Marc C. Bergschneider	107 John Street Southport, Connecticut 06490

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Bryan P. Murphy
108 Corporate Park Drive
Suite 108
White Plains, New York 10512

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
D. Chris Parker	Park Place Center, Suite I 6260 39 th Street North Pinellas Park, Florida 33791

ARTICLE IX
BUSINESS AND PURPOSES

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE X
BYLAWS

The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States of America.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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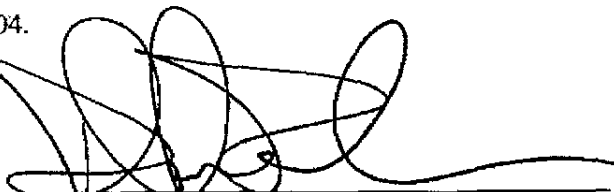
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ARTICLE XII
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 9th day of April, 2004.



D. CHRIS PARKER

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **RONALD G. HOCK**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 12th day of April, 2004.

Ronald G. Hock
RONALD G. HOCK

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