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Roy C. Skelton, Esq.

Attorney at Law

326 N. Belcher Road Clearwater, Florida 33765 (727) 791-8810 FAX (727) 447-5774

October 18, 2004

Mrs. Glenda Hood Secretary of State Division of Corporations The Capitol P.O. Box 6327 Tallahassee, Fl. 32301

In re: PHD Automotive, Inc.

Dear Mrs. Hood:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with my check in the amount of \$70.00 to cover your filing fees. Please record and file same with your office. I do not require a certified copy. Please forward the proper paperwork to 326 N. Belcher Road, Clearwater, Fl. 33765.

Thank you for your attention to this matter.

Very truly yours,

Roy C Skelton

ARTICLES OF INCORPORATION

OF

PHD AUTOMOTIVE, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract Natural person associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

PHD AUTOMOTIVE, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock to be issued by this corporation shall be 100 shares at \$1.00 value per share.

ARTICLE IV- TERM OF EXISTENCE

The terms of which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE V - INITIAL CAPITAL

The initial capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - ADDRESS

The post office address of the principal place of business of the corporation is 39052 U.S. 19 No., Tarpon Springs, Florida 34686

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ARTICLE VII - DIRECTORS

The corporation shall be commenced by a Board of Directors of not less than one in number. The names and addresses of the first Board of Directors, who, subject to this Charter, the by-laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until an election is held by the stockholders, are:

NAME	ADDRESS
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Philip Grasso	39052 U.S.	19 No.,	Tarpon Springs,	Florida	34688
Edel Ortega	39052 U.S.	19 No.,	Tarpon Springs,	Florida	¥4688

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
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Philip Grasso	39052 U.S.	19 No.,	Tarpon Springs	Florida 346	<i>\$\$</i>
Edel Ortega	39052 U.S.	19 No.,	Tarpon Springs	Florida 3462	S8

ARTICLE IX - REGISTERED OFFICE AND AGENT

The registered office and agent for the corporation is:

OFFICE

AGENT

39052 U.S. 19 No., Tarpon Springs, Fl. 34688

Philip Grasso

ARTICLE X - SUB CHAPTER S

The corporation elects under Section 1372(a) to have a taxable status under Sub Chapter S of the Internal Revenue Code.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision 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.

ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a Small Business Corporation which qualifies under the code.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 15^{+4} day of 0ctober, 2004.

WITNESSES:

Philip Crasso

Edel Ortega

STATE OF FLORIDA COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Philip Grasso and Edel Ortega, to me well known to be the persons described herein and who executed the foregoing Articles of Incorporation and they stated before me that they executed same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 15 day of Oct,

2004.

Wound Marie Skelton

DONNA MARIE SKELTON
MY COMMISSION # DD 106146
EXPIRES: April 24, 2006
Bonded Thru Notary Public Underwriters

ACCEPTANCE

Having been named to act as Registered Agent for service of process in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and to keep this office open pursuant to the provisions of the Florida General Corporation Act.

DATED; October 12, 2004

Philip Grasso Registered Agent

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