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KERRY M. WILSON

LAKE WALES
December 29, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

***Re: Filing of Articles of Incorporation of Mark Waterman's Maximum
Automotive, Inc.***

To Whom It May Concern:

Enclosed herewith please find a cost check in the amount of \$78.75 to file the Articles of Incorporation of Mark Waterman's Maximum Automotive, Inc. This fee covers the filing fee of \$35.00, registered agent fee of \$35.00 and a certified copy of status for \$8.75.

Please send Certificate of Status to my attention at the following address:

John S. Sarrett
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33859-1079

If you should have any questions, please feel free to give me a call.

Sincerely,



John S. Sarrett

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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/mr
enclosures

ARTICLES OF INCORPORATION
OF
MARK WATERMAN'S MAXIMUM AUTOMOTIVE, INC.
(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is **MARK WATERMAN'S MAXIMUM AUTOMOTIVE, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin as of the execution of these Articles of Incorporation on **December 29, 2004**.

ARTICLE III
PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is **One Thousand (1,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

ARTICLE V
PRINCIPAL OFFICE

The street address of the corporation's initial principal office shall be **1301 Highway 60 East, Lake Wales, Florida 33853** and the corporation's initial mailing address shall be the same.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is **1301 Highway 60 East, Lake Wales, Florida 33853**, and the name of its initial registered agent at that office is **Mark Waterman**.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

| | |
|-----------------|---------------------------|
| President: | Mark Waterman |
| Vice President: | Lisa Waterman |
| Secretary: | Mark Waterman |
| Treasurer: | Mark Waterman, Jr. |

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be **three (3)**. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

**Mark Waterman
1301 Highway 60 East
Lake Wales, Florida 33853**

**Lisa Waterman
1301 Highway 60 East
Lake Wales, Florida 33853**

**Mark Waterman, Jr.
1301 Highway 60 East
Lake Wales, Florida 33853**

**ARTICLE XI
NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of the incorporator of this corporation are as follows:

**Mark Waterman
1301 Highway 60 East
Lake Wales, Florida 33853**

**ARTICLE XII
BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

**ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING**

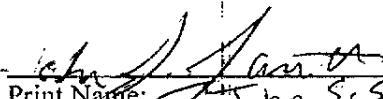
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

**ARTICLE XV
AMENDMENT OF ARTICLES**

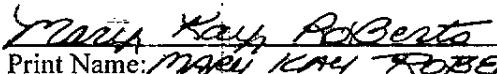
The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this **29th day of December, 2004.**

Signed, sealed and delivered
in the presence of:


Print Name: John S. Barrett


Mark Waterman


Print Name: MARY KAY ROBERTS

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this **December 29, 2004**, by **Mark Waterman**, who is personally known to me or who have each produced a driver's license as identification.



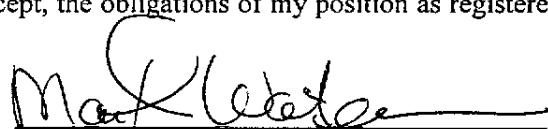
MARY KAY ROBERTS
Notary Public, State of Florida
My comm. expires April 16, 2008
Comm. No. DD298369


Notary Public
Print Name: MARY KAY ROBERTS
My Commission Expires: 04/16/2008

ACCEPTANCE OF REGISTERED AGENT

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

Dated: December 29, 2004



MARK WATERMAN

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SUPERINTENDENT OF STATE
TALLAHASSEE, FLORIDA