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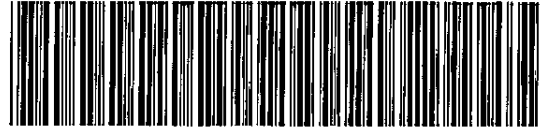
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05 APR 25 PM 2:24  
STATE  
TALLAHASSEE, FLORIDA

04/25/05--01047--010 \*\*78.75

4/28/05  
BWK

**Law Offices of  
H. Charles Woerner, Jr., P.A.  
Attorney & Counselor At Law**

Telephone (386) 767-9811  
Facsimile (386) 788-0748

2001 South Ridgewood Avenue  
South Daytona, Florida 32119

April 22, 2005

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: O'LEARY-COLLINS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of O'LEARY-COLLINS, INC., to be registered as a Florida corporation. Please return to this office a certified copy of the Articles.

Also enclosed is our check in the amount of \$78.75 to cover the following fees:

|                      |              |
|----------------------|--------------|
| Filing Fee           | \$35.00      |
| Certified Fee        | 8.75         |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL                | \$78.75      |

Thank you for your cooperation and prompt attention to this matter.

Very truly yours,

  
H. CHARLES WOERNER, JR.

HCWjr/dz  
Enclosures

ARTICLES OF INCORPORATION

OF

O'LEARY-COLLINS, INC.

FILED

05 APR 25 PM 2:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is O'LEARY-COLLINS, INC., with its principal office located at 1102 Overbrook Drive, Ormond Beach, Florida 32174.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this Corporation is as follows:

(a) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b) To sell, offer for sale, manufacture, spray, apply, install and distribute truck bed linings and protective coatings and related items; and to sell, offer for sale, market and promote truck, automotive and motor vehicle services of every type, kind and description and to do and transact all business properly connected with or incidental to any or all of such objects and purposes.

(c) To engage in the business of manufacturing, purchasing, or otherwise acquiring and owning, and selling, distributing, assigning, transferring or otherwise disposing of and investing in, trading in, dealing in and with, at wholesale or retail, goods,

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wares, merchandise, property, and services of every class, kind and description.

(d) To consolidate or merge with any other corporation.

(e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(i) To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

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(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(o) To be a promotor, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purpose.

(q) To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the Corporation.

#### ARTICLE IV

This Corporation is authorized to issue 100 shares of \$10.00 par value common

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stock which shall be the aggregate number of shares which this Corporation has authority to issue.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The mailing address of the initial registered office of this Corporation is 1102 Overbrook Drive, Ormond Beach, Florida 32174, and the name of the initial Registered Agent of this Corporation at that address is ERIK S. COLLINS.

ARTICLE VII

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by Bylaws adopted by the shareholders but shall never be less than one (1). The directors need not be residents of the State of Florida. The names and addresses of the initial directors of the Corporation are:

| <u>Name</u>       | <u>Address</u>                                      |
|-------------------|---|
| DANIEL J. O'LEARY | 513 West Florence Avenue<br>DeLand, Florida 32720   |
| ERIK S. COLLINS   | 1102 Overbrook Drive<br>Ormond Beach, Florida 32174 |

ARTICLE VIII

The names and addresses of the incorporators are:

| <u>Name</u>       | <u>Address</u>                                      |
|-------------------|---|
| DANIEL J. O'LEARY | 513 West Florence Avenue<br>DeLand, Florida 32720   |
| ERIK S. COLLINS   | 1102 Overbrook Drive<br>Ormond Beach, Florida 32174 |

ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE X

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall require the affirmative vote of a majority of the holders of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of April, 2005.

  
DANIEL J. O'LEARY

  
ERIK S. COLLINS

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DANIEL J. O'LEARY, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid this 22<sup>nd</sup> day of April, 2005.



Laura Rehman  
MY COMMISSION # DD231554 EXPIRES  
July 13, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC, State of Florida  
at Large  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ERIK S. COLLINS, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid this 22<sup>nd</sup> day of April, 2005.



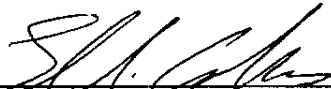
Laura Rehman  
MY COMMISSION # DD231554 EXPIRES  
July 13, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC, State of Florida  
at Large  
My Commission Expires:



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Pursuant to Chapter 607.164, as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for O'LEARY-COLLINS, INC., with a registered office at the address designated in the said Articles of Incorporation, hereby accepts said designation and agrees to act as Registered Agent in accordance with the provisions of said Statutes.

  
ERIK S. COLLINS  
Registered Agent