

THE BROOME LAW FIRM, P.A.

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August 16, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee FL 32301

RE: JAMES BERRY'S AUTOMOTIVE WORKSHOP, INC.

Gentlemen:

Relative to the above-referenced matter, you will find enclosed the following:

- [1] Original and one (1) copy of Articles of Incorporation, with Certification and Acknowledgment of Registered Agent; and
- [2] Our check in the amount of \$78.75 representing the filing fees, charter tax, certification fees, and Designation of Registered Agent Fee.

I would appreciate your filing the Articles of Incorporation and returning a certified copy of same to our office.

Thank you.

Very respectfully,

THE BROOME LAW FIRM, P.A.

By Christopher E. Broome / scs
Christopher E. Broome

CEB:scs
Encs.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

of

JAMES BERRY'S AUTOMOTIVE WORKSHOP, INC.

The undersigned does hereby file the following pursuant to Florida Statute and does hereby certify that they have become a corporation for profit under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is JAMES BERRY'S AUTOMOTIVE WORKSHOP, INC.

ARTICLE II

The general character of the business to be transacted by said corporation shall be and is as follows:

To engage in the business of doing all matters necessary to perform automobile repairs and service and to sell products in connection therewith and to conduct all manner of business that is lawful for corporations.

To acquire, by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal; to borrow money, issue promissory notes and other evidence of indebtedness; to own, buy, mortgage, sell, or otherwise dispose of, and to deal in and with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

To become a member of and enter into any partnership or agreement for sharing profits with any person, firm, or corporation.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objections and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this article or any other Article in these Articles of Incorporation, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

It is the intention of the incorporators that the stock of this company shall qualify as Small Business Company Stock under Section 1244 of the Internal Revenue Code.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be and is the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

The principal office of this corporation shall be and is located in Brevard County, State of Florida. Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The street address of the principal office of this corporation is 4041-A Capron Road, Titusville, Florida, 32780.

ARTICLE VII

The number of directors of the corporation shall be not less than one nor more than five.

ARTICLE VIII

The names and street addresses of the first board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
James B. Berry, II	2422 Larkwood Road Titusville FL 32780

ARTICLE IX

The names and street addresses of each subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
James B. Berry, II	2422 Larkwood Road Titusville FL 32780

ARTICLE X

The proposed officers of the corporation are:

James B. Berry, II

President, Vice President, Secretary,
Treasurer

ARTICLE XI


SUBCHAPTER "S" ELECTION: This corporation was formed to be a corporation qualifying under Subchapter "S" of the Internal Revenue Code as a small business corporation for tax purposes. Unless and until these Articles are amended, any attempted or purported transfer of shares shall be null and void unless the transferee shall have timely executed and filed his election under Subchapter "S" in the manner provided by law. Failure on the part of such transferee to do so shall render the transfer to him void and of no effect.

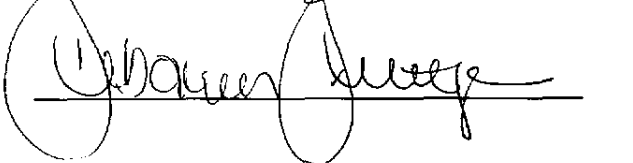
ARTICLE XII

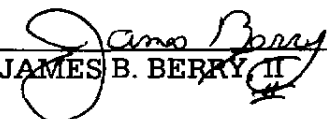
The street address of the initial registered office is 4041-A Capron Road, Titusville, Florida, 32780, and the initial registered agent is James B. Berry, II.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals this 15th day of August, 2005, for the purposes of forming this corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Signed and sealed in the presence of:





 (SEAL)
JAMES B. BERRY, II
_____ (SEAL)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 AUG 22 AM 9:43

STATE OF FLORIDA :
:SS:
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me this 15th day of August, 2005, by JAMES B. BERRY, II, who is personally known to me -or- produced the following identification:



Ch. E. Broome
Notary Public
State of Florida at Large

(Notary Seal)

**CERTIFICATION and ACKNOWLEDGMENT
OF REGISTERED AGENT**
of
JAMES BERRY'S AUTOMOTIVE WORKSHOP, INC.

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in these Articles, 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 am familiar with and accept the obligations of my position as Registered Agent.

James Berry
JAMES B. BERRY, II
Signature of Registered Agent

8-15-05
Date