

# P9500002589

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870  
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
TOLL FREE No. 1 800 342 8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
1995 MAR 21 PM 12:00  
TALLAHASSEE, FLORIDA

dB3/21/95

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY AAH

WALK-IN Will Pick Up 3:21 12/22

RE: Scrappy Brewshaw's  
Inc

|   | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| Capital Express™                                      |           |           |
| <input checked="" type="checkbox"/> Art. of Inc. File |           |           |
| Corp. Record Search                                   |           |           |
| Ltd. Partnership File                                 |           |           |
| Foreign Corp. File                                    |           |           |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s) |           |           |
| Art. of Amend. File                                   |           |           |
| Dissolution/Withdrawal                                |           |           |
| C U S.  |           |           |
| Fictitious Name File                                  |           |           |
| Name Reservation                                      |           |           |
| Annual Report/Reinstatement                           |           |           |
| Reg. Agent Service                                    |           |           |
| Document Filing                                       |           |           |
| Corporate Kill  |           |           |
| Vehicle Search  |           |           |
| Driving Record  |           |           |
| Document Retrieval                                    |           |           |
| UCC 1 or 3 File                                       |           |           |
| UCC 11 Search   |           |           |
| UCC 11 Retrieval                                      |           |           |
| File No.'s, Copies                                    |           |           |
| Courier Service                                       |           |           |
| Shipping/Handling                                     |           |           |
| Phone ( )   |           |           |
| Top Priority  |           |           |
| Express Mail Prep.                                    |           |           |
| FAX ( ) pgs.  |           |           |
| SUBTOTALS   |           |           |

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
SCRAPPY BREWSHAW'S, INC.**

**FILED**  
1995 MAR 21 PM 12:00  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges 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 **SCRAPPY BREWSHAW'S, INC.**

**ARTICLE II**

**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 laws of the State of Florida, 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 the laws of the State of Florida.

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in the general business of automotive repairs, including but without limitation all activities generally associated with automotive repairs;

- (b) to engage in the general business of purchase or acquisition and resale of scrap metals, including transportation and delivery.
- (c) to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;
- (d) to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;
- (e) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;
- (f) to purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business with may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation;
- (g) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, of for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

- (h) to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (i) to purchase, sell and transfer shares of its own capital stock;
- (j) to acquire, enjoy utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and
- (k) in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of the corporation.

### **ARTICLE III**

#### **Capital Stock**

- (a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be one hundred thousand (100,000) shares of common stock with a par value

of one dollar (\$1.00) per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE IV**

##### **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE V**

##### **Registered Office, Principal Office and Registered Agent**

The initial registered office of this corporation shall be located at 5430 8th Street, Zephyrhills, Florida 33540, and the initial registered agent of this corporation at such office shall be Fred A. Shaw. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law. The principal office of this corporation shall be located at 5430 8th Street, Zephyrhills, Florida 33540.

## ARTICLE VI

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. 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. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors shall consist of two members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

| <u>Name</u>   | <u>Address</u>                                     |
|---------------|--|
| Fred A. Shaw  | 5430 8th Street, Zephyrhills, Florida 33540        |
| Roy E. Brewer | 1005 West Trapnell Road, Plant City, Florida 33567 |

## ARTICLE VIII

### Incorporator

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

| <u>Name</u>   | <u>Address</u>                                     |
|---------------|--|
| Fred A. Shaw  | 5430 8th Street, Zephyrhills, Florida 33540        |
| Roy E. Brewer | 1005 West Trapnell Road, Plant City, Florida 33567 |

## ARTICLE IX

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.


(b) The by-laws 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.

ARTICLE X

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.

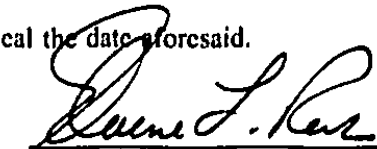
IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles for the uses and purposes therein stated.

  
Fred A. Shaw

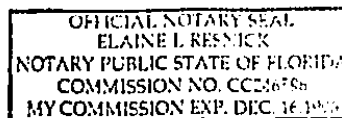
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 20<sup>th</sup> day of March, 1995, personally appeared FRED A. SHAW, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC  
My Commission Expires:

Florida License #  
5000-241-55-254-0





Roy Brewer  
Roy E. Brewer

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**BEFORE ME**, the undersigned authority, on this 20<sup>th</sup> day of March, 1995, personally appeared ROY E. BREWER, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Florida License #

B 660 - 720 - 51 - 203 - 0

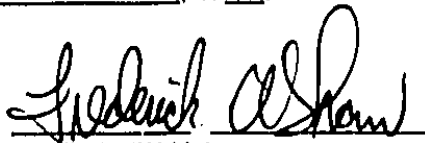
Diane L. Lewis  
NOTARY PUBLIC

My Commission Expires:

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, FRED A. SHAW, 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 under Florida Statutes.

DATED this 20<sup>th</sup> day of March, 1995.


  
FRED A. SHAW

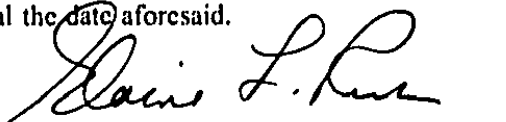
FILED  
MAR 21 PM 12:00  
HILLSBOROUGH, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**BEFORE ME**, the undersigned authority, on this 20<sup>th</sup> day of March, 1995, personally appeared FRED A. SHAW, to me well known to be the person described in and who signed the foregoing Acceptance of Service as Registered Agent, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
S000 - 241-55-254-0

  
NOTARY PUBLIC

My Commission Expires:

