

P95000026547

TRANSMITTAL LETTER

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

FILED
95 APR 14 11:07
SECRET
TALLAHASSEE, FLORIDA

SUBJECT RPM AUTO SERVICE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00 \$78.75 X \$122.50 \$131.25

300001408193
-02/16/95--01091--015
***122.50 ***122.50

FROM: RICHARD S. TODD
9445 CRAVEN ROAD
JACKSONVILLE, FL 32257
(904)733-4336

W95-3757

W95-6403

51
4/4

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

RICHARD S. TODD
9445 CRAVEN RD.
JACKSONVILLE, FL 32257

SUBJECT: RPM AUTO SERVICE, INC.
Ref. Number: W95000006403

We have received your document for RPM AUTO SERVICE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 795A00013006

Please put in effect as of 4-1-95
As per phone conversation on 3-29-95. Money
was paid to State Feb. 17, 1995.
Thank you

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1995

RICHARD S. TODD
9445 CRAVEN ROAD
JACKSONVILLE, FL 32257

SUBJECT: RPM AUTO SERVICE, INC.
Ref. Number: W95000003751

We have received your document for RPM AUTO SERVICE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 995A00007334

ARTICLES OF INCORPORATION
OF
RPM AUTO SERVICE, INC.

FILED
95 APR -14 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is RPM AUTO SERVICE, INC.

ARTICLE II - TERM OF EXISTENCE and EFFECTIVE DATE

The period of duration of the corporation is perpetual. The effective date of incorporation is to be April 1, 1995

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 9445 Craven Road, Jacksonville, FL 32257. The name of the initial registered agent and address of the registered agent for the corporation is Richard S. Todd, 9445 Craven Road, Jacksonville, FL 32257.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one (1) member who needs not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the person who shall serve as sole Director until the first annual meeting of the shareholders, or until her successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard S. Todd	9445 Craven Road Jacksonville, Florida 32257

The Directors shall be elected in accordance with the By-laws of the corporation. -

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard S. Todd	9445 Craven Road Jacksonville, Florida 32257

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

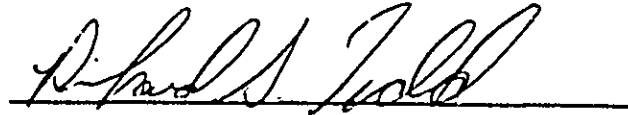
ARTICLE XI - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 1st day of April, 1995.




Richard S. Todd

STATE OF FLORIDA

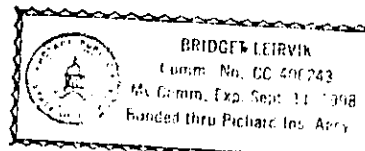
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of March, 1995 by Richard S. Todd, who is personally known to me or produced FDL as identification.


Notary Public, State of Florida


Name of Notary Public Typed,
Printed or Stamped

My commission expires: Sept 11, 98



ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of RPM AUTO
SERVICE, INC.


Richard S. Todd

FILED
95 APR -4 PM 3:21
STATE OF FLORIDA
TALLAHASSEE