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SWAINE AND HARRIS
ATTORNEYS AT LAW, P. A.

BERT J. HARRIS, III
J. MICHAEL SWAINE
JOHN K. MCCLURE
ALISON B. COPLEY
WILLIAM J. NIELANDER

485 SOUTH COMMERCE AVENUE
SEBRING, FL 33870
(813) 555-1649
FAX: (813) 471-0008

212 INTERLAKE BOULEVARD
LAKE PLACID, FL 33062
(813) 465-2611
FAX: (813) 465-6999

PLEASE REPLY TO:
LAKE PLACID OFFICE ☒
SEBRING OFFICE ☐

April 14, 1995

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32301

600001458816
-04/18/95--01059--004
****122.50 ****122.50

Re: PRO-LINE CORES, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return one copy to me.

I am enclosing my client's check in the amount of \$122.50, covering:

Filing fee	\$ 35.00
Certificate designating registered agent	\$ 35.00
Certified copy	\$ 52.50
Check enclosed	\$ 122.50

If you have any questions, please do not hesitate to call.

Cordially,

Bert J. Harris, III
Bert J. Harris, III

BJH/dw
enclosures - as stated

EFFECTIVE DATE

4-28-95

W95-8672
95 MAY -3 AM 10:09
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1995

BERT J. HARRIS, III, ESQ.
212 INTERLAKE BLVD.
LAKE PLACID, FL 33852

SUBJECT: PRO-LINE CORES, INC.
Ref. Number: W95000008672

We have received your document for PRO-LINE CORES, 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: 895A00019095

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PLEASE REPLY TO:
LAKE PLACID OFFICE ☐
SEBRING OFFICE ☐

425 SOUTH COMMERCE AVENUE
SEBRING, FL 33870
(813) 585-1849
FAX: (813) 471-0005

112 INTERLAKE BOULEVARD
LAKE PLACID, FL 33852
(813) 465-2811
FAX: (813) 465-6999

April 28, 1995

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32301

Attention: Agnes Bundick
Corporate Specialist

Re: PRO-LINE CORES, INC.
Your Ref. No.: W95000008672

Gentlemen:

Pursuant to your letter of April 24, 1995, enclosed please find the revised Articles of Incorporation for the above referenced corporation.

Please file the original in your office and certify and return one copy to me.

It is my understanding that you are holding my client's check in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter. If you have any questions, please call.

Cordially,



Bert J. Harris, III

BJH/dw
enclosures - as stated
cc: Mrs. Canter

ARTICLES OF INCORPORATION
OF
PRO-LINE CORES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -3 AM 10:10

The undersigned subscribers to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is PRO-LINE CORES, INC..

ARTICLE II. EFFECTIVE DATE

This corporation shall become effective on April 28, 1995.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted is:

(a) To engage in every aspect and phase of the business of buying and selling automobile cores and to engage in every aspect and phase of related businesses.

(b) To engage in every aspect and phase of investing and reinvesting in real, tangible and intangible property.

(c) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate

EFFECTIVE DATE

4-28-95

indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the principal and initial registered office of the corporation in the State of Florida is 42 Richfield Drive, Lake Placid, Florida 33852. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against

liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
PHILLIP C. CANTER	341 McCoy Road Sebring, FL 33870
CHRISTOPHER L. CANTER, SR.	110 MarBet Drive Lake Placid, FL 33852

ARTICLE X. SUBSCRIBERS

The name and street address of the subscribers to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
PHILLIP C. CANTER	341 McCoy Road Sebring, FL 33870
CHRISTOPHER L. CANTER, SR.	110 MarBet Drive Lake Placid, FL 33852

The subscribers of these Articles of Incorporation hereby assign to this corporation their rights under Section 607, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority

of the stock entitled to vote thereon.

ARTICLE XII. REGISTERED OFFICE AND
REGISTERED AGENT

The corporation hereby designates as its' registered office, 42 Richfield Drive, La'e Placid, Florida 33852, and as its' registered agent, PHILLIP C. CANTER, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscribers, have hereunto set our hands and seals this 14th day of April, 1995, for the purpose 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 stated are true.

Phillip C. Canter
PHILLIP C. CANTER
Subscriber

Christopher L. Canter
CHRISTOPHER L. CANTER
Subscriber

STATE OF FLORIDA
COUNTY OF HIGHLANDS

THE FOREGOING instrument was acknowledged before me this 14th day of April, 1995, by PHILLIP C. CANTER and CHRISTOPHER L. CANTER who are personally known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

Debra Winters
Notary Public, State of Florida
at Large
(affix notarial seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Phillip C. Canter
PHILLIP C. CANTER
Registered Agent