

P95000035231

APRIL 19, 1995

DIVISION OF CORPORATIONS
409 E. GAINES
TALLAHASSEE, FL. 32399

RE: AUTO & MARINE, INC.

GENTLEMEN:

ENCLOSED ARE THE REQUIRED DOCUMENTS FOR INCORPORATION. PLEASE
PROCESS THIS APPLICATION AND FORWARD A CERTIFIED COPY TO THE
ADDRESS BELOW.

A CHECK IS ENCLOSED IN THE AMOUNT OF \$122.50 TO COVER COSTS.
YOUR PROMPT ATTENTION WILL BE APPRECIATED. THANK YOU.

VERY TRULY YOURS.

Audra Rae Crew
AUDRA RAE CREW
909 SE 16TH STREET
CAPE CORAL, FL. 33990

JNW

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1995

AUDRA RAE CREW
909 S.E. 16TH STREET
CAPE CORAL, FL 33990

SUBJECT: AUTO & MARINE, INC.
Ref. Number: W9500008758

We have received your document for AUTO & MARINE, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 295A00019388

April 30, 1995

Mr. Kevin Nickens
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Auto & Marine, Inc.
Ref. Number W95000008758

Dear Sir:

Enclosed is the affidavit you requested in which I have stated my acceptance of the position of registered agent for the referenced corporation.

We will appreciate your completing our application for incorporation and sending us a certified copy as quickly as possible. Thank you.

Audra Rae Crew

Audra Rae Crew
909 SE 16th Street
Cape Coral, FL. 33990

ARTICLES OF INCORPORATION
OF
AUTO & MARINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of AUTO & MARINE, INC. and hereby set forth and declare:

CHARTER

Article I

The name of the corporation shall be AUTO & MARINE, INC. located at the City of Cape Coral, County of Lee, State of Florida.

Article II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The amount of capital stock of this corporation shall be 100 shares of \$10.00 par value stock, which said stock shall be nonassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be 909 SE 16th Street, Cape Coral, Florida 33990. That said corporation shall have the right and authority to do its business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a Board of one (1) Director and may be increased to not more than three (3) Directors. The number of Directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary, and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their offices for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first

meeting of the shareholders shall be:

| | |
|-----------------------|-------------------------|
| Audra Rae Crew | President and Director. |
| 909 SE 16th Street | Secretary and Treasurer |
| Cape Coral, FL. 33990 | |

Article IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

| | |
|---------------------|------------|
| Audra Rae Crew | 100 Shares |
| 909 SE 16th Street | |
| Cape Coral, Florida | |
| 33990 | |

Article X

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

Article Xi

The street address of the initial registered office of this corporation is 909 SE 16th Street, Cape Coral, Florida 33990, and the name of the initial registered agent of this corporation at that address is Audra Rae Crew.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his 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 XIII

The initial Bylaws of this corporation shall be adopted

by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the Directors. The shareholders may not alter, or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the Directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such a meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right

of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved, either (a) by a vote of a majority or quorum of the Board of Directors, without counting in such a majority or quorum any director so interested or member of a firm so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract.

Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts there stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, Florida, this 5th day of April, 1995.

Audra Rae Crew (SEAL)
Audra Rae Crew, President

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared AUDRA RAE CREW who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and severally acknowledgment that she made and executed said certificate for the use and purpose therein expressed.

WITNESS my hand and official seal this 5th day of April, 1995.



ANGELA D ULIK
My Commission CC448947
Expires Mar. 16, 1999
Bonded by HAI
800-422-1556

Angela D. Ulik
ANGELA D. ULIK

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTO & MARINE, INC.
909 SE 16TH STREET
CAPE CORAL, FLORIDA 33990

I, Audra Rae Crew, hereby certify that I understand
the responsibilities and duties of the registered agent for
AUTO & MARINE, INC. and that I agree to act as registered
agent for this corporation and to perform these duties.

Audra Rae Crew
Audra Rae Crew

Sworn and Subscribed to before me this 30th day of April,
1995.

Jean N. Wainky
Jean N. Wainky
My Commission Expires 6/2/95