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May 3, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: Hardwicke Rocha Services, Inc.

Dear Sir or Madam;

Enclosed please find original Articles of Incorporation for the above-referenced corporation. Please file these articles and provide me with the corporate charter number. Also enclosed is a check in the amount of \$122.50, representing the filing fee.

Should you have any questions regarding this matter, please call me.

Very truly yours,

Alan F. Gonzalez
ALAN F. GONZALEZ
AFG/pm
Enc.

FILED
SS MAY 11 AM 10:21
TALLAHASSEE, FLORIDA

D. BROWN MAY 12 1995

ARTICLES OF INCORPORATION
OF
HARDWICKE ROCHA SERVICES, INC.

FILED
MAY 11 AM 10:22
STATE
TREASURER
FLORIDA

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, hereby form a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

HARDWICKE ROCHA SERVICES, INC.

The principal place of business of this Corporation shall be:

3255 Canal Place, Land O'Lakes, FL. 33688

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be the sale of anti-theft devices for motor vehicles and related services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 3255 Canal Place, Land O'Lakes, ^{/33688}Florida, and the name of the initial Registered Agent of the Corporation at that address is: Donald R. Rocha.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. DIRECTORS

This Corporation shall have 2 directors initially. The names and street addresses of the initial members of the Board of

Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Chelf W. Hardwicke, Jr.	P.O. Box 273323 Tampa, Florida 33688
Donald R. Rocha	P.O. Box 273323 Tampa, Florida 33688

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICER</u>	<u>ADDRESS</u>
Chelf W. Hardwicke, Jr. President	P.O. Box 273323 Tampa, Florida 33688
Donald R. Rocha Vice President/Secretary/ Treasurer	P.O. Box 273323 Tampa, Florida 33688

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
Chelf W. Hardwicke, Jr.	P.O. Box 273323 Tampa, Florida 33688	50 shares
Donald R. Rocha	3255 Canal Place Land O'Lakes, Florida	50 shares

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 26 day of April, 1995.

Chelf W. Hardwicke, Jr. (SEAL)
CHELF W. HARDWICKE, JR.

Donald R. Rocha (SEAL)
DONALD R. ROCHA

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Donald R. Rocha
DONALD R. ROCHA
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 26 day of April, 1995, by Chelf W. Hardwicke, Jr. and Donald R. Rocha, who are personally known to me or who produced their drivers' licenses as identification.

COMMISSION NO. #311070

Paul L. Dinatale
NOTARY PUBLIC

My commission expires:

8/25/97

PAUL L. DINATALE
(Name of Notary typed, printed or stamped)

OFFICIAL SEAL
PAUL L. DINATALE
NOTARY PUBLIC CC# 311070
STATE OF FLORIDA AT LARGE
MY COMM. EXPIRES AUGUST 25, 1997