

**P95000044119**

TELETYPE 95 FLORIDA DIVISION OF CORPORATIONS  
1:54 PM PUBLIC ACCESS SYSTEM (((H95000006360))) ELECTRONIC FILING COVER  
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF  
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET  
FT LAUDERDALE FL 33311-0000 TALLAHASSEE, FL 32399 CONTACT: TERESA  
ROMAN FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904)  
385-6761 (((H95000006360))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
OR P.A. NAME: WHITE-CAPP ENTERPRISES, INC. FAX AUDIT NUMBER: H95000006360  
CURRENT STATUS: REQUESTED DATE REQUESTED: 06/07/1995 TIME REQUESTED:  
13:54:02 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF  
PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00  
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(((H95000006360))) \*\* ENTER 'M' FOR MENU. \*\*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
*6/8*

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is White-Capp Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 119 Central Avenue, Oviedo, FL 32765. The corporation may, from time to time, designate such other offices and places of business as it deems necessary to carry out its purposes.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of wholesaling and retailing auto parts and accessories, and for any and all other lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation shall have one class of shares, designated as "common shares". The number of shares of stock that this corporation is authorized have outstanding at any one time is 2,000 shares of no par value common stock. Shares of this corporation may be, but need not be represented by certificates. In the absence of issuing or recording the transfer of printed share certificates, the Board of Directors of this Corporation shall, upon issuing or recording a transfer of shares to any person or legal entity, place a notation in the Minutes of that Meeting of the Board of Directors wherein said shares are issued or transferred describing:

- A. The name and address of the person or legal entity to whom the shares are being issued;
- B. The number of shares being issued;
- C. The class of shares being issued, if more than one class of shares has been created;
- D. The rights, preferences, and limitations applicable to that particular class of shares, if more than one class has been created.

The corporation shall, within a reasonable time period after the issue or transfer of shares without certificates, send to the shareholder acquiring said shares a written statement of confirmation, signed by a officer designated by the Board, or in

PREPARED BY  
KARL A. BURGUNDER, P.A.  
1757 WEST BROADWAY SUITE 4  
OVIDO, FLORIDA 32765  
BAR # 980935  
407- 366-3555

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TALLAHASSEE, FLORIDA

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the absence of said designation, the President or Secretary, of the date said issuance or transfer became effective and all the information indicated in paragraphs A through D above.

#### ARTICLE V - PRE-EMPTIVE RIGHTS

Every 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, whose address is 1757 W. Broadway, Suite 4, Oviedo, FL 32765.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have three directors to hold office until the first annual meeting of stockholders and until such successors are duly elected and qualified, or until the earlier resignation, removal from office, or death of any or all of the initial directors. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the corporation. The names and addresses of the initial directors are:

- A. Carlton White, Jr., 1201 Hollow Pine Dr., Oviedo, FL 32765
- B. Deborah C. White, 1201 Hollow Pine Dr., Oviedo, FL 32765
- C. Patrick Capp, 4826 Calvary Green Dr., Manlius, NY 13104

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles is: Karl A. Burgunder, P.A., Attorney at Law, 1757 W. Broadway, Suite 4, Oviedo, FL 32765.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or appeal any provision contained in these articles of incorporation, or any

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amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of June, 1995 at Oviedo, Florida.

Karl A. Saryander, P.A.,  
Incorporator

BY:

  
Karl A. Saryander,  
Attorney at Law  
Fla. Bar No. 900938

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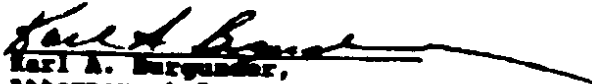
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is White-Capp Enterprises, Inc.
2. The name of the registered agent is Karl A. Burgunder.
3. The address of the registered agent/registered office is 1757 West Broadway, Suite 4, Oviedo, Florida 32765.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6th day of June, 1995

  
Karl A. Burgunder,  
Attorney at Law  
Fla. Bar No. 980935

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TALLAHASSEE, FLORIDA

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KARL A. BURGUNDER, P.A.  
ATTORNEY AT LAW  
1757 W. BROADWAY, SUITE 4  
OVIDO, FL 32765

ADMITTED TO PRACTICE IN  
FLORIDA AND PENNSYLVANIA

TELEPHONE (407) 366-3666  
FACSIMILE (407) 366-0806  
INTERNET KAH817@aol.com

September 20, 1995

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Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: White-Capp Enterprises, Inc.  
119 Central Avenue  
Oviedo, FL 32765

Dear Sir/Madam:

Enclosed please find the original Restatement of Articles of Incorporation with Amendment of Articles for White-Capp Enterprises, Inc. Please file the Amendment per your usual manner and return a conformed copy of same in the self-addressed stamped envelope. I have enclosed my check i/a/o \$35.00 to cover the filing fee. Thank-you.

Sincerely,

*Karl A. Burgunder*  
Karl A. Burgunder

enc.

KAB/maz

*K. A. Burgunder* GAVE

AUTHORIZATION BY PHONE TO  
Delete "Initial" # VII  
CORRECT

DATE

*9/26*

EXAM.

*Restated cert.*

WHITE-CAPP ENTERPRISES, INC.

RESTATEMENT OF ARTICLES OF INCORPORATION  
WITH AMENDMENT OF ARTICLES

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1995

PREAMBLE

These amended Articles of Incorporation are adopted this 20th day of September, 1995 by this Corporation and shall in all respects, supersede and replace the original Articles of Incorporation filed on June 8, 1995 with the Florida Division of Corporations and assigned document number P95000044119. These amended Articles of Incorporation are hereby made pursuant to and in compliance with Florida Statutes 607.1006 and 607.1007, and to the amendment provision of Article X of the original Articles, and were adopted by the Corporation upon a resolution by the Corporation's Board of Directors and the approval of the Corporation's sole shareholder, Carlton White, Jr.

ARTICLE I - NAME

The name of this corporation is White-Capp Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 119 Central Avenue, Oviedo, FL 32765. The corporation may, from time to time, designate such other offices and places of business as it deems necessary to carry out its purposes.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of wholesaling and retailing auto parts and accessories, and for any and all other lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation shall have two classes of shares, designated as CLASS A common shares and CLASS B common shares.

A. CLASS A COMMON SHARES - VOTING

This corporation is authorized to have 2,000 CLASS A common shares issued and outstanding at any one time. CLASS A common shares shall have no par value, and may be, but need not be represented by share certificates. In the absence of issuing or recording the transfer of printed share certificates, the Board of Directors of this Corporation shall, upon issuing or recording a

transfer of shares to any person or legal entity, place a notation in the Minutes of that Meeting of the Board of Directors wherein said shares are issued or transferred describing:

1. The name and address of the person or legal entity to whom the shares are being issued;
2. The number of shares being issued;
3. The class of shares being issued;
4. The rights, preferences, and limitations applicable to that particular class of shares.

The corporation shall, within a reasonable time period after the issue or transfer of shares without certificates, send to the shareholder acquiring said shares a written statement of confirmation, signed by a officer designated by the Board, or in the absence of said designation, the President or Secretary, of the date said issuance or transfer became effective and all the information indicated in paragraphs 1 through 4, inclusive, of ARTICLE IV(A).

CLASS A common shares shall be VOTING shares. Each CLASS A common share shall represent the right to cast one vote for all matters so requiring a vote of this Corporation's shareholders, including, but not limited to, the right to vote for Directors of the Corporation. Said voting procedures and methods to be as set forth in the Bylaws of this Corporation as are now in existence, or as may be, from time to time, amended.

All shares currently issued and outstanding as of the date of the adoption of these amended and restated Articles of Incorporation shall be deemed to be CLASS A common shares.

#### B. CLASS B COMMON SHARES - NON VOTING

This corporation is authorized to have 100 CLASS B common shares issued and outstanding at any one time. CLASS B common shares shall have no par value, and may be, but need not be, represented by share certificates. In the absence of issuing or recording the transfer of printed share certificates, the Board of Directors of this Corporation shall, upon issuing or recording a transfer of shares to any person or legal entity, place a notation in the Minutes of that Meeting of the Board of Directors wherein said shares are issued or transferred describing:

1. The name and address of the person or legal entity to whom the shares are being issued;
2. The number of shares being issued;

3. The class of shares being issued;
4. The rights, preferences, and limitations applicable to that particular class of shares.

The corporation shall, within a reasonable time period after the issue or transfer of shares without certificates, send to the shareholder acquiring said shares a written statement of confirmation, signed by a officer designated by the Board, or in the absence of said designation, the President or Secretary, of the date said issuance or transfer became effective and all the information indicated in paragraphs 1 through 4, inclusive, of ARTICLE IV(B).

CLASS B common shares shall be NON-VOTING shares. Holders of any interest in CLASS B common shares shall have no right, express or implied, to cast votes for any matters affecting the Corporation, including, but not limited to, the right to vote for Directors of the Corporation. With the exception of non-voting status, CLASS B common shares shall be, in all other respects, identical to CLASS A common shares.

#### ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder of CLASS A common shares, upon the sale for cash of any new CLASS A common shares of this Corporation, shall have the right to purchase his, her or its 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, whose address is 1757 W. Broadway, Suite 4, Oviedo, FL 32765.

#### ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors to hold office until such successors are duly elected and qualified, or until the earlier resignation, removal from office, or death of any or all of the initial directors. The number of directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation. The names and addresses of the initial directors are:

- A. Carlton White, Jr., 1201 Hollow Pine Dr., Oviedo, FL 32765
- B. Deborah C. White, 1201 Hollow Pine Dr., Oviedo, FL 32765

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is: Karl A. Burgunder, P.A., Attorney at Law, 1757 W. Broadway, Suite 4, Oviedo, FL 32765.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, this RESTATEMENT OF ARTICLES OF INCORPORATION WITH AMENDMENT OF ARTICLES is duly adopted by this Corporation this 20th day of September, 1995.

WHITE-CAPP ENTERPRISES, INC.

By:

Carlton White, Jr.  
Carlton White, Jr.,  
Chairman, Board of Directors

Carlton White, Jr.  
Carlton White, Jr.,  
Sole shareholder