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LINDA SUZZANNE GRIFFIN, P.A.  
ATTORNEY AT LAW

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BOARD CERTIFIED TAX LAWYER

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June 1, 1995

Our File #95-048

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Mark's Muffler Three, Inc.

Gentlemen:

Enclosed for filing please find the original Articles of Incorporation for the subject corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00
	122.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We would appreciate your filing the original Articles, certifying a copy, and returning the certified copy to us.

Thank you.

Sincerely,

Linda Suzzanne Griffin, P.A.

LSG/cnh  
Enclosures  
cc: Mark Calautti (w/o encls.)

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ARTICLES OF INCORPORATION

OF

MARK'S MUFFLER THREE, INC.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name, address and mailing address of this corporation shall be:

Mark's Muffler Three, Inc.  
455 Alternate 19, #181  
Palm Harbor, FL 34683

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its

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officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE IV

##### Capital Stock

(a) The total number of shares of capital stock authorized to

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be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1455 Court Street, Clearwater, FL 34616, and the name of the corporation's initial registered agent at such address is LINDA S. GRIFFIN. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

#### ARTICLE VI

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Mark Calautti	455 Alternate 19 #181 Palm Harbor, FL 34683

#### ARTICLE VII

##### Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Linda S. Griffin	1455 Court Street Clearwater, FL 34616

#### ARTICLE VIII

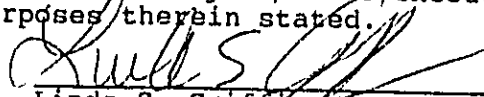
##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or

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repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

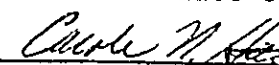
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
Linda S. Griffin

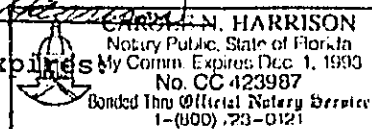
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 31st day of May, 1995, personally appeared Linda S. Griffin who is personally known to me or who has produced as identification, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date of aforesaid.

  
Notary Public

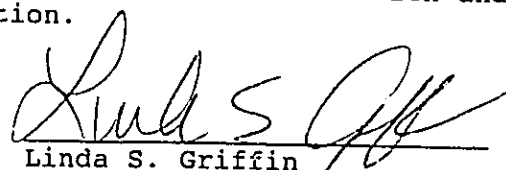
My Commission Expires



Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of that position.

Date

5/31/95

  
Linda S. Griffin  
Registered Agent

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TALLAHASSEE, FLORIDA

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