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STANLEY M. PRED  
ATTORNEY AT LAW

THE SENATOR LAW CENTER  
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NORTH MIAMI BEACH, FLORIDA 33181  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUN 25 AM 6:31

March 23, 1995

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\*\*\*122.50 \*\*\*122.50

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

Re: M & C, INC.  
Our File No.: 2535a

Dear Sir/Ms.:

You will find enclosed an original and one (1) copy of the Articles of Incorporation for the above-referenced Florida corporation together with my check in the amount of \$122.50 representing the costs of the following:

1. Filing Fee - \$35.00
2. Certified Copy of Articles of Incorporation - \$52.50
3. Registered Agent Fee - \$35.00

Please file the Articles of Incorporation and forward a certified copy to me.

Sincerely yours,

*Stanley M. Pred*  
Stanley M. Pred

SMP/llp  
Encls.

cc: Mr. Frederick W. McLendon (w/encl.)

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W95-7525

cc628  
cc502  
cc671

4/7/95  
TB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 7, 1995

STANLEY M. PRED  
13899 BISCAYNE BLVD. PH 2  
NO. MIAMI BEACH, FL 33181

SUBJECT: M & C, INC.  
Ref. Number: W95000007525

We have received your document for M & C, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 995A00015902

CORP\M&C.AOI

ARTICLES OF INCORPORATION  
OF  
COOP McLE, INC.

25 JUN 26 PM 6:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, and subject to the following provisions:

ARTICLE I

NAME: The name of this corporation is: COOP McLE, INC.

ARTICLE II

DURATION: This corporation will have a perpetual existence.

ARTICLE III

PURPOSE: The general nature of the business to be transacted by this corporation is the conducting of a mobile electronics and car accessories business, engaging in businesses connected with the maintenance of automobiles including car wash, window tinting, and engaging in the maintenance of lawns, landscaping and land clearing. The company's business may be conducted in any of the States of the United States of America, its territories or in any foreign countries.

To transact any other lawful business for which companies may be incorporated under the Florida General Corporation Act.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

CAPITAL STOCK: The maximum number of shares of capital stock which may be issued by this corporation shall be 1,000 shares having a par value of \$1.00 per share. All such stock shall be fully paid and non-assessable. All such stock shall be paid for in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

It is intended that the capital stock issued by this corporation shall qualify for the benefits of Section 1244 of the Internal Revenue Code of 1954, as amended, and that the offer, sale, and issue of such shares shall be accomplished in accordance with the terms and conditions of that Section.

#### ARTICLE V

PREEMPTIVE 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

DIRECTORS: The business of this corporation shall be managed by a Board of Directors. Initially, there shall be four (4) directors. The number of directors may be increased up to five (5). The name and address of the initial directors of this corporation are:

FREDERICK W. McLENDON  
2766 NW 198th Terrace  
Carol City, FL 33056

DWAYNE RODNEY COOPER  
1249 NW 51st Street  
Miami, FL 33142

CLARENCE COOPER  
1249 NW 51st Street  
Miami, FL 33142

CLARENCE J. COOPER  
2973 NW 199th Terrace  
Miami, FL 33056

#### ARTICLE VII

SUBSCRIBER: The name and address of the sole subscriber to these Articles of Incorporation is:

CLARENCE COOPER  
1249 NW 51st Street  
Miami, FL 33142

#### ARTICLE VIII

REGISTERED AGENT: The undersigned, an individual resident of the State of Florida, whose business office address is 13899 Biscayne Boulevard, PH-2, North Miami Beach, Florida 33181-1600,

does hereby state that he accepts appointment as Registered Agent for this corporation.

  
STANLEY M. PRED

#### ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

BUSINESS LOCATION: The initial location and mailing address of the principal place of business shall be at 17901 Northwest 27th Avenue, Carol City, Florida 33056.

#### ARTICLE XI

INITIAL PRESIDENT: The initial President of the corporation is FREDERICK W. McLENDON, 2766 NW 198th Terrace, Carol City, FL 33056. The Board of Directors may add such other officers as they may from time to time deem advisable.

#### ARTICLE XII

AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

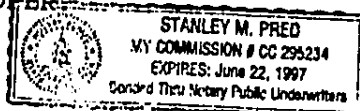
The power to adopt, alter, amend or repeal by law shall be vested in and is hereby reserved to the shareholders. By-Laws shall be adopted, altered, amended or repealed as provided therein.

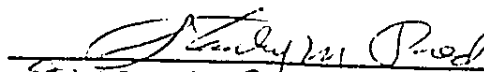
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of MARCH, 1995.

  
CLARENCE COOPER

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged, sworn to and subscribed before me this 24 day of March, 1995 by CLARENCE COOPER.



  
STANLEY M. PRIED Notary Public  
(Commission/Serial Number (if any))

My Commission Expires:

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST, that ~~MAXX INC.~~ COOP McLE, INC., desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of  
business in Carol City, Dade County, Florida, has named STANLEY M.  
PRED, located at PH-2, 13899 Biscayne Blvd., North Miami Beach,  
Florida 33181, as its agent to accept service of process within  
Florida.

  
CLARENCE COOPER, Sole Subscriber

Dated: March 24, 1995

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.

  
STANLEY M. PRED, ESQUIRE  
Registered Agent

Dated: March 24, 1995