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LAW OFFICES OF
BERG & DOUGLASS

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS 11-2-17

872 SOUTH TAMPA TRAIL

SUITE D

VENICE, FLORIDA 33593

SHIRLEY BERG, P.A.
J. MICHAEL DOUGLASS, P.A.

ATTORNEYS AT LAW

TELEPHONE
(813) 493-0871
FAX (813) 497-8607

July 31, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
TRI COUNTY AUTO UPHOLSTERY, INC.

Dear Sir:

Enclosed herein please find an original and one copy of the Articles of Incorporation and a Certificate Designating a Registered Officer and Registered Agent for the above proposed corporation.

I have enclosed my check in the amount of \$122.50 for the filing fees of these documents and the return of a certified copy of the Articles of Incorporation. Please be so kind as to file the corporation and return the certified copy of the Articles of Incorporation and a conformed copy of the Certificate Designating Registered Officer and Registered Agent to my office.

Thank you for your cooperation in this matter.

Sincerely yours,

BERG & DOUGLASS

Michael Douglass

MD:da
Enclosures

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cf 8/3/95

ARTICLES OF INCORPORATION

FILED

TRI COUNTY AUTO UPHOLSTERY, INC. 2-18

INCORPORATED IN FLA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME. The name of this Corporation shall be TRI COUNTY AUTO UPHOLSTERY, INC.

ARTICLE II

NATURE OF BUSINESS. The general nature of the business to be transacted by the Corporation and its objects and powers shall be as follows:

A. The general upholstering and reupholstering of automobiles, trucks, vans and other vehicles, and the sales of automotive accessories, and to carry on or transact any and all lawful business under the laws of the United States and the State of Florida.

B. Buying, loaning money upon, selling, transferring, assigning, discounting, borrowing money upon, the pledging as collateral, and otherwise dealing as principal agent or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes,

commercial paper accounts, invoices, choices of action, interest in estates, contracts, mortgages on real or personal property, and other evidence of indebtedness of persons, firms or corporations, and owning, holding, or conveying such real estate as may be necessary in the operation of its business, and purchasing, acquiring and holding shares of stock in other corporations, domestic and foreign, and doing all things incidental thereto; to do a general brokerage business; to buy, sell and deal in all kinds of listed and unlisted stocks and bonds on commission; to act as agent or factor for any person, firm or corporation. But not for the purpose of carrying on the business of banking, insurance, or the operation of railroads, or the discounting of bills and notes, or the buying and selling of bills of exchange.

C. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

D. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Florida.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or

do any act which the Corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.

The purposes and powers specified in the clauses contained in this ARTICLE are to be construed both as purposes and powers, and shall, except when otherwise expressed in this ARTICLE be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or of any other ARTICLE of this Certificate, but each of the purposes and powers specified in this ARTICLE shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Florida, but is intended to be, and shall be held to be, in furtherance thereof.

ARTICLE III

CAPITAL STOCK. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares, par value is One (\$1.00) Dollar per share.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL. This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE. This Corporation shall have perpetual existence.

ARTICLE VI

STREET ADDRESS. The principal place of business of this Corporation shall be located in Port Charlotte, Florida, with street address at 1145 Enterprise Drive, or at such places within or without the State of Florida as the Board of Directors shall by appropriate action hereafter, from time to time, determine.

ARTICLE VII

DIRECTORS.

A. The business of this Corporation shall be conducted and managed by a Board of Directors, and such Board of Directors shall consist of not less than one (1) nor more than ten (10).

A majority of the first Board of Directors named below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the Bylaws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice-President, Secretary and Treasurer, and such other officers and agents as may be provided for by the Bylaws of this Corporation, and shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided by the Bylaws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation, or until their successors are elected or appointed or have qualified, are as follows:

BAYARDO ORTEGA

23337 Harbor View Drive
Charlotte Harbor, FL 33980

GUILHERME PRATADACRUZ

23337 Harbor View Drive
Charlotte Harbor, FL 33980

ARTICLE IX

SUBSCRIBERS. The name and post office address of the subscriber to the Articles of Incorporation is as follows:

MICHAEL DOUGLASS

1872 S. Tamiami Tr., #D
Venice, FL 34293

ARTICLE X

INTER-COMPANY CONTRACTS. No contract or other transaction between the Corporation and any other corporation, and no act of

the corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation. Any Director individually, or any firm of which any Director is a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE XI

STOCKHOLDERS' AGREEMENT. The Corporation and its common Stockholders, or the Stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock

of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any Stockholder desires to transfer, assign, encumber or pledge, his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any Stockholder or upon the death or legal incompetence of any Stockholder. Nothing contained in these Articles of Incorporation or by Bylaws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS.

A. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or any officer of the Corporation, or a Director or officer of any other corporation which he served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to

have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

B. The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an Officer of the Corporation, or in the capacity of a Director or Officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE XIII

DIRECTORS' LIABILITY. No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and saves him harmless.

ARTICLE XIV

REIMBURSEMENT OF DIRECTORS. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the

Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XV

DIVIDENDS. A Director shall not be liable for dividends illegally declared, distributions illegally made to Stockholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI

AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders,

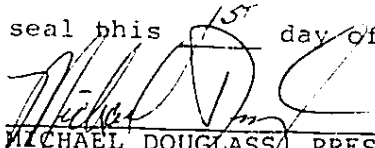
and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XVII

CONSENT WITHOUT MEETING. Any action that may be taken at a meeting of the Stockholders of this Corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the Stockholders of the Corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a Stockholders' meeting. If all of the Directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the Corporation, and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

I, the undersigned, being the President of the original subscriber and incorporator of the foregoing Corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

WITNESS my hand and seal this 15th day of August, 1995.


MICHAEL DOUGLASS, PRESIDENT (SEAL)
TRI COUNTY AUTO UPHOLSTERY, INC.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared MICHAEL DOUGLASS, who is personally known to me and to me well known to be the person described as President of the original subscriber which subscribed to these Articles of Incorporation and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 1st day of August, 1995.

(sign) Dawn R Anspach
(print) DAWN R ANSPACH
Notary Public
My Commission Expires:



DAWN R. ANSPACH
MY COMMISSION # CC432898 EXPIRES
January 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

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Certificate Designating Place of Business or Domicile for the
Service of Process within this State, naming Agent upon whom
Process may be served and Names and Addresses of the Officer and
Director.

The following is submitted, in compliance with Chapter
48.091, Florida Statutes:

TRI COUNTY AUTO UPHOLSTERY, INC., a corporation under the
laws of the State of Florida, with its principal office at 1145
Enterprise Drive, in the City of Port Charlotte, County of
Charlotte, State of Florida, has named MICHAEL DOUGLASS of 1872
South Tamiami Trail, Suite D, Venice, County of Sarasota, State
of Florida, as its agent to accept service of process within this
state.

OFFICER:

NAME	TITLE	SPECIFIC ADDRESS
MICHAEL DOUGLASS	President	1872 S. Tamiami Tr., #D Venice, FL 34293
BAYARDO ORTEGA	Treasurer	23337 Harbor View Dr. Port Charlotte, FL 33980
GUILHERME PRATADACRUZ	Vice President/ Secretary	23337 Harbor View Dr. Port Charlotte, FL 33980

DIRECTOR:

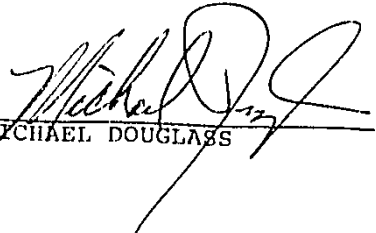
BAYARDO ORTEGA	23337 Harbor View Dr. Port Charlotte, FL 33980
GUILHERME PRATADACRUZ	23337 Harbor View Dr. Port Charlotte, FL 33980

Dated this 15th day of August, 1995

By: Michael Douglas
MICHAEL DOUGLASS, President

I hereby accept appointment as Resident Agent for
TRI COUNTY AUTO UPHOLSTERY, INC.

By:


MICHAEL DOUGLASS

STATE OF FLORIDA

COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared
MICHAEL DOUGLASS who is personally known to me and to me well
known to be the person described in and who subscribed the above
statement of registered office and registered agent, and he did
freely and voluntarily acknowledge before me according to law
that he made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal at Venice, in said County and State this 15th
day of August, 1995.

(sign) 

(print) DAWN R ANSPACH

Notary Public

My Commission Expires:



ANSPACH
MY COMMISSION # CC432698 EXPIRES
January 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



DAWN R. ANSPACH
MY COMMISSION # CC432698 EXPIRES
January 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.