

445000061201

## Borghetti & Valenty

The Summit Building - 13575 58th St. N. Box 188 • Clearwater, FL 34620 •  
(813) 538-7720 / (813) 536-7877 • Fax: 531-0903

August 3, 1995

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sirs/Ladies:

200001554992  
-08/08/95--01063--007  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed please find two copies of the Articles of Incorporation of A AND F AUTO MACHINE, INC. a Certificate Designating Place of Business or Domicil for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, and a check made payable to the Secretary of State in the amount of \$131.25.

Please send the Certified copy of the Articles, the Certificate of Incorporation, and a Certificate of Status to:

ANNE F. BORGHETTI, Esq.  
13575 58th St. N.  
Box 188  
Clearwater, FL 34620-3721

If there are any questions, or problems please do not hesitate to contact me.

Very truly yours,

*Anne F. Borghetti*  
ANNE F. BORGHETTI

*2/8/95*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG -8 PM 4:31

ARTICLES OF INCORPORATION  
OF  
A AND F AUTO MACHINE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I NAME**

The name of the corporation is **A AND F AUTO MACHINE, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal office of the Corporation is at 4600 Roosevelt Blvd., Clearwater, Florida 34622.

**ARTICLE III DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV PURPOSES**

The purpose for which this Corporation is organized is to engage in any and all lawful business.

**ARTICLE V POWERS**

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of

the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### **ARTICLE VI CAPITAL STOCK**

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is Two Thousand (2,000). The par value of each share of stock is one tenth (10¢) dollar.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### **ARTICLE VII COMMENCEMENT OF BUSINESS**

The minimum amount of capital with which the Corporation will commence business is two hundred (\$200.00) dollars.

#### **ARTICLE VIII BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE IX INITIAL DIRECTORS**

The name and address of the initial directors of this Corporation are:

John Allorto  
4600 Roosevelt Blvd.  
Clearwater, Fl 34622

Frank Allorto  
12120 98th Avenue N.  
Seminole, Fl 34642

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

#### ARTICLE X INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

John Allorto  
4600 Roosevelt Blvd.  
Clearwater, FL 34622

#### ARTICLE XI INTERESTED DIRECTORS

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

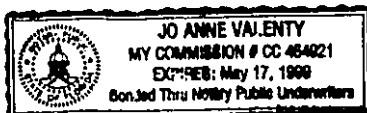
IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 1 day of July, 1995

  
\_\_\_\_\_  
JOHN ALLORTO

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of August, by JOHN ALLORTO, who is personally known to me or who has produced FL LIC. #V6346054 DEC 0 155010 3-12-90 as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public - Jo Anne Valenty



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -8 PM 4:32

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **A AND F AUTO MACHINE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 4600 Roosevelt Blvd., Clearwater, Florida 34622, Pinellas County, State of Florida, has named John Allorto, 4600 Roosevelt Blvd., Clearwater, FL 34622, Pinellas County, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
JOHN ALLORTO  
Registered Agent

P95000061201

**Borghetti & Valenty**

The Summit Building - 13575 58th St. N. Box 188 • Clearwater, FL 34620 •  
(813) 538-7720 / (813) 536-7877 • Fax 531-0903

December 12, 1995

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/15/95--01091--001  
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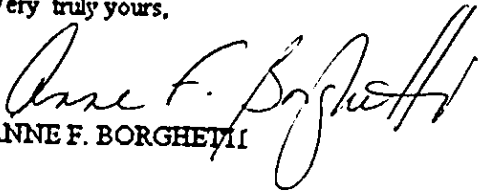
Re: A AND F AUTO MACHINE, INC.  
Document No.: P95000061201

Dear Sirs/Ladies:

Enclosed please find Dissolution by Incorporator and a check made payable to the Secretary of State in the amount of \$35.00.

If there are any questions, or problems please do not hesitate to contact me.

Very truly yours,

  
ANNE F. BORGHETTI

Enclosures

95DEC 15 AM 8:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Uold's*

F VB DEC 21 1995

DISSOLUTION BY INCORPORATOR  
OF  
A AND F AUTO MACHINE, INC.

FILED  
95 DEC 15 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

COMES NOW, JOHN ALLORTO, sole incorporator and a majority of the incorporators of A AND F AUTO MACHINE, INC., and hereby dissolves the corporation pursuant to Chapter 607.1401 Florida Statute, and says:

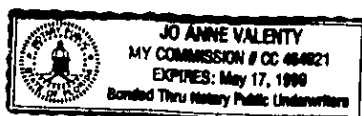
- (1) That the name of the corporation is A AND F AUTO MACHINE, INC.;
- (2) That the Articles of Incorporation were filed on August 8, 1995.
- (3) That none of the corporation's shares have been issued;
- (4) That no debt of the corporation remains unpaid;
- (5) That a majority of the incorporators authorized the dissolution.

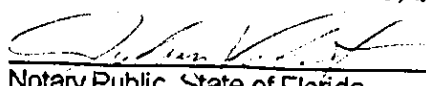
**IN WITNESS WHEREOF**, the undersigned, as incorporator has executed the foregoing Dissolution of the corporation on this 12th day of December, 1995.

  
JOHN ALLORTO

STATE OF FLORIDA  
COUNTY OF PINELLAS

Sworn to and subscribed before me this 12th day of December, 1995, by John Allorto, who was personally known to me or produced FL B463-466-54-ORC-D as identification. 3/6/96



  
Notary Public, State of Florida  
JoAnne Valenty  
Commission NO.: CC 464921  
My Commission Expires: May 17, 1999.