

**Robert French & Associates, Inc.  
T & K Financial Services, Inc.**

*Tax Consulting, Bookkeeping & Business Planning*

**P95000062754**

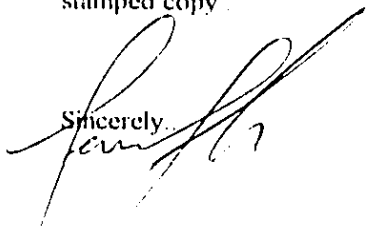
Aug 11, 1995  
Secretary Of State  
Corporation Division  
P O box 6327  
Tallahassee, Fla 32314

\*\*\*\*\*122.50\*\*\*\*\*  
-000/14/95--011037--0111  
\*\*\*\*\*122.50\*\*\*\*\*

Dear Agent,

Enclosed are Corporation Papers for R & D auto, Inc. Please return to our address listed above. Also enclosed a check in the amount of \$ 122.50, Please return stamped copy.

Sincerely,



AUG 15 1995 BSB

FILED  
95 AUG 14 AM 9:49  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

R & D AUTO, INC.

FILED  
95 AUG 14 AM 9:49  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

R & D AUTO, INC.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

2081 Alicia St  
Fort Myers, FL 33901

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

- A. Any legal business
- B. Auto repair, painting and body shop.

b. CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at no par value per share.

IV.

DURATION

The corporation shall have perpetual existence.

The corporation's initial registered agent and office in the State of Florida shall be:

Michael DeMontigny  
5020 Pelican Blvd  
Cape Coral, FL 33901

VI.

The name and address of the incorporator are:

Michael DeMontigny  
5020 Pelican Blvd  
Cape Coral, FL 33901

VII.

BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholder. However, the corporation shall have no less than one (1) director at any time. The name and address of the initial director of this corporation is:

Michael DeMontigny  
5020 Pelican Blvd  
Cape Coral, FL 33901

VIII.

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

and to be valid and binding upon the corporation and  
the members of the Board of Directors.

X.


#### INDEMNIFICATION

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

XI.

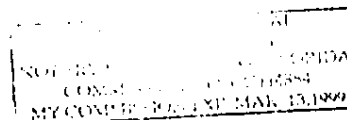
#### BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws  
of this corporation shall be vested in the Board of  
Directors and Shareholders, provided that such amendment be  
in compliance with the laws of Florida governing a  
Professional Service Corporation. IN WITNESS WHEREOF, the  
undersigned Incorporator has executed these Articles of  
Incorporation in the State of Florida this 3rd day of August  
1995.

  
Michael DeMontigny

INCORPORATOR

(3)



executed the foregoing articles of incorporation as the incorporator and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

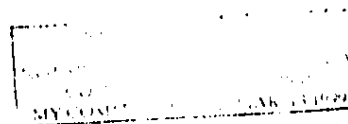
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County, Florida in said county and state this 7 DAY OF August 1975  
X [Signature]  
Notary public

I hereby am familiar with and accept the duties and responsibilities as registered

Michael DeMontigny  
5020 Pelican Blvd  
Cape Coral, FL 33901

d agent for said corporation,

[Signature]  
R & D Auto Inc. Registered agent.



BEFORE ME, the undersigned authority, personally appeared James Brennan, who is to me well known to be the person described in and who executed the foregoing as Registered Agent.