

**P96000102155**  
**SPINNER, DITTMAN, FEDERSPIEL & DOWLING**

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

50. EAST ATLANTIC AVENUE  
DELRAY BEACH, FLORIDA 33483  
TELECOPIER (561) 276-5489  
TELEPHONE (561) 276-2900

ROBERT A. DITTMAN  
DONALD C. DOWLING  
ROBERT W. FEDERSPIEL, P.A.  
JOHN W. SPINNER

December 16, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

500002031315--6  
-12/17/96--01130--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Davison Company, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of The Davison Company, Inc., together with my client's check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b><u>\$122.50</u></b>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

*Robert W. Federspiel*  
Robert W. Federspiel

DEC 18 1996

*BSB*

RWF:kp  
Encl. 3

RECEIVED  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 17 PM 4:08

FILED

ARTICLES OF INCORPORATION  
of  
THE DAVISON COMPANY, INC.

FILED

96 DEC 17 PM 4:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I - Name

The name of this corporation is THE DAVISON COMPANY, INC..

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of the sale and marketing of motor vehicle parts, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 4221 Country Road North, Gulf Stream, Florida 33483, and the name of the initial registered agent of this corporation is Michael J. Davison.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director signing these Articles is:

Michael J. Davison  
4221 Country Road North  
Gulf Stream, FL 33483

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is:

Michael J. Davison  
4221 Country Road North  
Gulf Stream, FL 33483

ARTICLE IX - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of December, 1996.

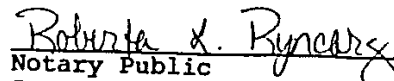
  
Michael J. Davison

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL J. DAVISON, who is personally known to me ~~or who produced~~ \_\_\_\_\_ as identification and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 13<sup>th</sup> day of December, 1996.

  
Notary Public  
State of Florida  
My commission expires: 3-31-2000  
Commission No.: CC530185

(SEAL)



Roberta L. Ryncarz  
MY COMMISSION # CC530185 EXPIRES  
March 31, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

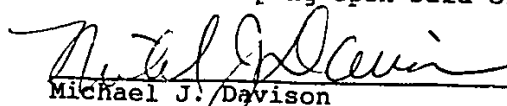
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that The Davison Company, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the Town of Gulf Stream, County of Palm Beach, State of Florida, has named Michael J. Davison, located at 4221 Country Road North, Town of Gulf Stream, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Michael J. Davison

**FILED**  
96 DEC 17 PM 4:09  
STATE  
TALLAHASSEE, FLORIDA