

P96000030657

RKS MORTGAGE CORP.
AND
FINANCIAL BUSINESS CONSULTANTS
15 McLEOD STREET
MERRITT ISLAND, FL 32953
407-452-2111

800001766358
-04/02/96--01068--004
*****78.75 *****78.75

March 29, 1996

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

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for Cocoa Beach Paint and Body Shop, Inc.

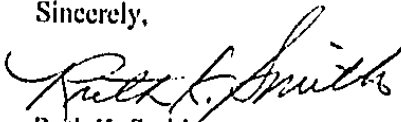
Our check in the amount of \$78.75 is enclosed for the various fees and taxes.

We understand that you will return one copy of the recorded Articles of Incorporation and a Certificate of the corporation being in good standing.

Please return to: RKS MORTGAGE CORP.
15 McLeod Street
Merritt Island, FL 32953

Thank you for your assistance.

Sincerely,


Ruth K. Smith
President

FILED
96 APR -2 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR - 9 1996

ARTICLES OF INCORPORATION
OF
COCOA BEACH PAINT AND BODY SHOP, INC.

FILED
96 APR -2 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

COCOA BEACH PAINT AND BODY SHOP, INC.

The principal place of business of this corporation shall be:

301 Minutemen Causeway
Cocoa Beach, FL 32931

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

301 Minutemen Causeway
Cocoa Beach, FL 32931

and the name of the initial registered agent of the corporation at that address is:

J. MICHAEL THAMES

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

J. MICHAEL THAMES
301 Minutemen Causeway
Cocoa Beach, FL 32931

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

J. MICHAEL THAMES
301 Minutemen Causeway
Cocoa Beach, FL 32931

ARTICLE VIII. INCORPORATOR

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.

ARTICLE IX. IRS CODE 1244

This corporation is being organized under the provisions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of March, 1996.


J. MICHAEL THAMES

I accept the designation as registered agent for this Corporation.


J. MICHAEL THAMES

FILED
96 APR -2 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000031657

JOSEPH JOHN FRINS, JR.
LISA ANN FRINS
135 N. Airport Rd.
Tavernier, FL 33070
(305)852-7210

April 8, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

VIA UNITED PARCEL SERVICE

7000001774287
-04/08/96--01111--017
***\$122.50 ***\$122.50

RE: Tailfeathers, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed document filed and return to me a certified copy of the Articles in the enclosed self-addressed stamped envelope.

Your prompt attention in filing these Articles is appreciated. I am advised that I can call in two days to get a filing number from you.

If you have any questions, please feel free to call.

Sincerely,

Lisa A. Frins
Lisa A. Frins

4179.laf

FILED
96 APR -9 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/11/96

ARTICLES OF INCORPORATION
OF
TAILFEATHERS, INC.

FILED
96 APR -9 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **TAILFEATHERS, INC.** and the mailing address for the corporation is 135 N. Airport Rd., Tavernier, FL, 33070.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States of Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all

of one class, \$1 par value.

ARTICLE V

The address of its initial registered office is 135 N. Airport Rd., Tavernier, FL, 33070 and the name of its initial Registered Agent at said address is JOSEPH JOHN FRINS, JR.

ARTICLE VI

The initial Board of Directors shall consist of two (2) directors, whose names and addresses are:

JOSEPH JOHN FRINS, JR.
135 N. Airport Rd.
Tavernier, FL 33070

LISA ANN FRINS
135 N. Airport Rd.
Tavernier, FL 33070

ARTICLE VII

The names and addresses of the incorporators are:

JOSEPH JOHN FRINS, JR.
135 N. Airport Rd.
Tavernier, FL 33070

LISA ANN FRINS
135 N. Airport Rd.
Tavernier, FL 33070

ARTICLE VIII

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter

when authorized, and for whatever consideration is contemplated to be received by the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.


ARTICLE IX

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

The undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 1996.


JOSEPH JOHN FRINS, JR., Incorporator


LISA ANN FRINS, Incorporator

Dated: April 4, 1996

State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 4th day of April, 1996 by JOSEPH JOHN FRINS, JR. and LISA ANN FRINS, who are personally known to me or who have produced _____ as identification and who did (did not) take an oath.


Notary Public

DONNA CORTINA
Print Name of Notary Public

My Commission Expires:



DONNA CORTINA
MY COMMISSION # CG344394 EXPIRES
February 4, 1998
BONDED THROUGH TRISTAR INSURANCE, INC.

FILED

96 APR -9 AM 11:06

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

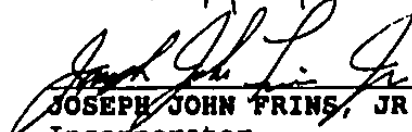
1. The name of the corporation is **TAILFEATHERS, INC.**
2. The name and address of the registered agent and office is:

JOSEPH JOHN FRINS, JR.
135 N. Airport Rd.
Tavernier, FL 33070

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


JOSEPH JOHN FRINS, JR.
Registered Agent

Dated: 4/4/96


JOSEPH JOHN FRINS, JR.
Incorporator


LISA ANN FRINS, Incorporator

Dated: 4/4/96