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FILED

96 APR 15 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 12, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

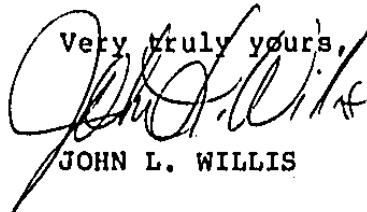
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Dear Sir/Madam:

Enclosed herewith you will please find Articles of Incorporation to be filed for Carrie Fox Auto Tops & Interiors, Inc. You will also please find my check in the amount of \$122.50 to cover the costs of filing. Upon filing the Articles, please send the certified copy to my office. I have enclosed a self addressed/stamped envelope for your convenience in this matter.

Thank you for your cooperation in this matter and should you have any questions, please contact me.

Very truly yours,


JOHN L. WILLIS

JLW/maw
Enclosure
cc

OK 4/17/96

ARTICLES OF INCORPORATION

OF

CARRIE FOX AUTO TOPS & INTERIORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is:

CARRIE FOX AUTO TOPS & INTERIORS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the corporation is 4827 North Orange Blossom Trail, Orlando, Florida 32810.

**ARTICLE III
AUTHORIZED SHARES**

The number of shares the Corporation is authorized to issue is onehundred (100) shares of common stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The corporation's Registered Agent shall be CARRIE FOX and the initial registered office address is 4827 North Orange Blossom Trail, Orlando, Florida 32810.

**ARTICLE V
INCORPORATORS**

The incorporators of this corporation are CARRIE FOX, 4811

Davisson Avenue, Orlando, Florida 32804, and STEPHEN ALLAN WEBB,
1438 Catherine Street, Orlando, FL 32801.

ARTICLE VI
INITIAL DIRECTORS

The business of the corporation shall be managed by a Board
of Directors, consisting of two (2) Directors. The names and
addresses of the initial Directors who shall serve are: CARRIE
FOX, 4811 Davisson Avenue, Orlando, FL 32804; and STEPHEN ALLAN
WEBB, 1438 Catherine Street, Orlando, Florida 32801.

IN WITNESS WHEREOF the incorporators have hereunto affixed
their hands and seals and caused these Articles of Incorporation
to be executed this 1st day of March, 1996.

April 1996

Carrie Fox

CARRIE FOX

Stephen Allan Webb

STEPHEN ALLAN WEBB

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared
CARRIE FOX, who is to personally known to me or who has furnished
to me a Florida Driver's License No. _____ as
identification, and known to be the person described in and who
subscribed the above Articles of Incorporation, and she did
freely and voluntarily acknowledge before me according to Law
that she made and subscribed the same for the uses and purposes
therein mentioned and set forth herein, and she did take an oath.

WITNESS my hand and official seal in the County and State
named above, this 1 day of April, 1996.



KIMBERLY A REESE
My Commission CC431373
Expires Jan. 03, 1999
Bonded by HAI
800-422-1555

Kimberly A. Reese
NOTARY PUBLIC

My Commission Expires: 1-3-99



KIMBERLY A REESE
My Commission CC431373
Expires Jan. 03, 1999
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF ORANGE

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BEFORE ME, the undersigned authority, personally appeared STEPHEN ALLAN WEBB, who is personally known to me ORAL AFFIDAVIT of STATE furnished to me a Florida Driver's License No. W10078157 as identification, and known to be the person described in and who subscribed the above Articles of Incorporation, 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 herein, and he did take an oath.

WITNESS my hand and official seal in the County and State named above, this 27th day of March, 1996.

Mary Ann Willis

NOTARY PUBLIC

My Commission Expires



MARY ANN WILLIS

MY COMMISSION # CC308162 EXPIRES

AUGUST 29, 1997

BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned is familiar with and hereby accepts the obligations of the position of Registered Agent of CARRIE FOX AUTO TOPS & INTERIORS, INC., as set forth in the preceding Articles of Incorporation, which have been duly executed by the incorporators thereof.

Carrie Fox

CARRIE FOX

4811 DAVISSON AVENUE

ORLANDO, FLORIDA 32804