

P96000034855

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FILED
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March 29, 1996

Sandra B. Mortham
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

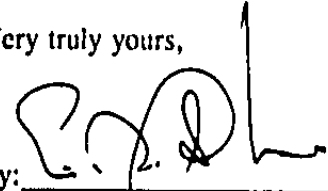
Fire Auto, Inc.
RE: AUTO, INC.

Dear Ms. Mortham:

I serve as the attorney for the above-referenced corporation. Enclosed please find Articles of Incorporation for filing in your office. The date of incorporation is dependent upon the date of filing in your office. Also, enclosed is a check in the amount of \$122.50 to cover the cost of filing this incorporation.

If you have any questions, please give me a call at your earliest convenience.

Very truly yours,

By: 
Eric D. Abel

enclosures

W96-7429

OH
4/23/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 5, 1996

ERIC D. ABEL, ESQ.
74 W CHASE ST
HERNANDO, FL 34442

SUBJECT: AUTO, INC.
Ref. Number: W96000007429

*change to
FULL Auto, INC.*

We have received your document for AUTO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00015734

ARTICLES OF INCORPORATION
OF
FULL AUTO, INC.

FILED
95 APR 22 PM 3:25
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of this corporation shall be Full Auto, Inc.

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized for the purpose of engaging in the business of diverse services, for transacting any and all other business and activities permitted under Chapter 607, Florida Statutes, and the laws of the United States Of America.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of one dollar (\$1.00) par value common capital stock.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions"

Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The director(s) of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the bylaws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The name and address of the individual who shall serve as member of the Initial Board Of Directors is:

John-Henry Williams
2448 N. Essex Ave.
Hernando, Florida 34442.

ARTICLE 8. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE 9. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 10. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2448 N. Essex Ave., Hernando, Florida 34442.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: John-Henry Williams.

ARTICLE 11. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: John-Henry Williams, 2448 N. Essex Avenue, Hernando, Florida 34442.

ARTICLE 12. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.

John Henry Williams
John-Henry Williams, Incorporator

State of Florida
County of Citrus

On April 18th, 1996, John-Henry Williams, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Full Auto, Inc.

[Signature]

Notary Public

(Seal)



ERIC D ABEL
My Commission CC430849
Expires Feb 19 1999
Bonded by ANB
800 852 6878

I hereby accept my designation as registered agent and agree to serve as the registered agent of Full Auto, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Full Auto, Inc.

John Henry Williams
John-Henry Williams, Registered Agent