

P9600039620

FILED
96 MAY -8 PM 2:40
TALLAHASSEE, FLORIDA

April 25, 1996

1000 HILLSIDE PI
TALLAHASSEE, FLORIDA 32310
*****00.00 *****00.00

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6237
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the papers for incorporating MATT'S
AUTO REPAIR, INC., 6293 LANDSDOWNE CIRCLE, BOYNTON BEACH,
FL 33437.

Also enclosed is a check for \$ 70.00.

Please return all necessary papers to MATT'S AUTO REPAIR,
INC., at the above address.

Thank you,

Sincerely,

Matthew W. Fessenden

Matthew W. Fessenden
Director

D. BROWN MAY - 8 1996

CERTIFICATE OF INCORPORATION

OF

MATT'S AUTO REPAIR, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA; AND FURTHER DO AGREE TO THE FOLLOWING CONDITIONS OF SAID CORPORATION.

ARTICLE I: NAME

THE NAME OF THIS CORPORATION IS: MATT'S AUTO REPAIR, INC.

ARTICLE II: NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO DO ALL THINGS WHICH NATURAL PERSONS MIGHT OR COULD LAWFULLY DO IN THE PREMISES AS FOLLOWS:

Auto & truck repairs, and any other related activities permitted under law by the State of Florida.

FILED
95 MAY -8 PM 2:40
CLERK OF CIRCUIT COURT
JULY 1995

ARTICLE III: CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 500 SHARES AT \$1.00 PAR VALUE.

ARTICLE IV: INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS \$500.00.

ARTICLE V: TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED BY ACTION OF LAW.

ARTICLE VI: ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

6293 LANDSDOWNE CIRCLE
BOYNTON BEACH, FL 33437

ARTICLE VII: DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

THE NAMES AND POST OFFICE ADDRESS OF THE FIRST BOARD OF DIRECTORS AND OFFICERS OF THIS CORPORATION ARE AS FOLLOWS:

NAME	ADDRESS	TITLE
MATTHEW W. FESSENDEN	6293 LANDSDOWNE CIRCLE BOYNTON BEACH, FL 33437	PRESIDENT/ DIRECTOR

ARTICLE IX: SUBSCRIBERS

THE NAME AND POST OFFICE ADDRESS OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE, AND THE VALUE OF THE CONSIDERATION PAID THEREFORE ARE AS FOLLOWS:

NAME	ADDRESS	NO. OF SHARES	AMT. PAID
MATTHEW W. FESSENDEN	6293 LANDSDOWNE BOYNTON BEACH, FL 33439	500	\$500.00

ARTICLE X: AMENDMENT

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 STOCKHOLDERS.
IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 25 DAY OF April 1996.

Matthew W. Fessenden
MATTHEW W. FESSENDEN

STATE OF FLORIDA)

COUNTY OF

Broward

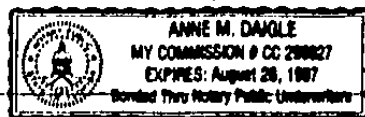
I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY
PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED
ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED:

MATTHEW W. FESSENDEN

TO ME KNOWN TO BE THE PERSONS DESCRIBED AS SUBSCRIBERS IN
AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION,
AND THEY ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED
TO THOSE ARTICLES OF INCORPORATION. WITNESS MY HAND AND
OFFICIAL SEAL THIS 25 DAY OF April, 1996.

Anne M. Daigle
NOTARY PUBLIC

MY COMMISSION EXPIRES:



FILED
95 APR -8 PM 2:40
CLERK OF COURT
JANUARY 1996

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT MATT'S AUTO REPAIR, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOYNTON BEACH STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED MATTHEW W. FESSENDEN
(NAME OF REGISTERED AGENT)

LOCATED AT 6293 LANDSDOWNE CIRCLE CITY OF BOYNTON BEACH
(ADDRESS) (CITY)

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Matthew W. Fessenden
(CORPORATE OFFICER)

TITLE Director/President

DATE 4/25/96

HAVING BEEN NAMED YTO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Matthew W. Fessenden
(REGISTERED AGENT)

DATE 4/25/96