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MOORE, KESSLER & MOORE
ATTORNEYS AT LAW

JAMES E. MOORE
SHEPHERD F. KESSLER
BERT MOORE

BRET A. MOORE
DART O. MOORE

102 DAYSHORE DRIVE
P. O. BOX 746
NICEVILLE, FLORIDA 32578

(904) 678-1121
FAX (904) 678-8327

May 16, 1996

EFFECTIVE DATE
5-13-96

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

Re: Auto Painter Collision Repair, Inc.

500001831925
-05/21/96--01060--010
****122.50 ****122.50

Dear Sir:

Please find enclosed the original Articles of Amendment for the above-referenced corporation, along with a check in the amount of \$122.50 to cover the filing fees.

Thank you for your assistance in this matter. If there are any questions, please do not hesitate to contact us.

Sincerely yours,

Deborah E. Eller, ALS
Legal Assistant to Bert Moore

FILED
96 MAY 20 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:de

Enclosures

AL MAY 27 1996

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

5-13-96

AUTO PAINTER COLLISION REPAIR, INC.

FILED

96 MAY 20 AM 8:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AUTO PAINTER COLLISION REPAIR, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of auto painting and collision repair, and for transacting any or all lawful business as allowed under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ten cents (0.10) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 698 N. Beal Parkway, Ft. Walton Beach, Florida 32547.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is John Schlichting and the name of the initial registered agent of this corporation at this address is 698 N. Beal Parkway, Ft. Walton Beach, Florida 32547.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

Earnest Sanders
482 Sandy Ridge Circle
Mary Esther, Florida 32569

John G. Rappel, Jr.
629 Bob Sikes Blvd.
Ft. Walton Beach, Florida 32547

Jeanette Schlichting
1682 Highway 98 W., No. 22
Mary Esther, Florida 32569

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles are:

Earnest Sanders
482 Sandy Ridge Circle
Mary Esther, Florida 32569

John G. Rappel, Jr.
629 Bob Sikes Blvd.
Ft. Walton Beach, Florida 32547

Jeanette Schlichting
1082 Highway 98 W., No. 22
Mary Esther, Florida 32569

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

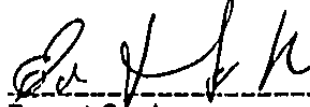
ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

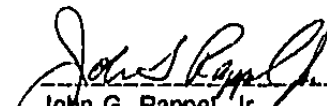
ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 13th day of May, 1996.



Earnest Sanders




John G. Rappel, Jr.



Jeanette Schlichting

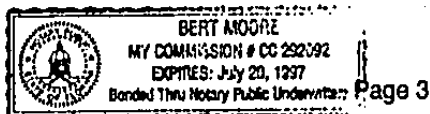
STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of May, 1996 by Earnest Sanders who is personally known to me or who has produced _____ as identification.



BERT MOORE
Notary Public - State of Florida

Stamp:



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of May, 1996, by John G. Rappol, Jr. who is personally known to me or who has produced _____ as identification.

Bert Moore

BERT MOORE
Notary Public - State of Florida

Stamp:



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13 day of May, 1996 by Jeanette Schlichting who is personally known to me or who has produced _____ as identification.

Bert Moore

BERT MOORE
Notary Public - State of Florida



Stamp:

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 Auto Painter Collision Repair, Inc. desiring to organize under the laws of the State of Florida with its principal office in the city of Ft. Walton Beach, Florida, has named John Schlichting located at 696 N. Beal Parkway, Ft. Walton Beach, Florida 32547, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Dated this 13 day of May, 1998.

By:


John Schlichting
Resident Agent

FILED
96 MAY 20 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA