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**J. M. CROWDER**

0101 WISTERIA LOOP  
LAND O' LAKES, FL 34639-3102

Attorney At Law

TELEPHONE (813)996-3397  
TELECOPIER (813)782-4382

July 15, 1996

Department of State  
Division of Corporations  
Post Office box 6327  
Tallahassee, Florida 32314

400001800534  
-07/22/96--01045--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: ALL PRO WHEEL POLISHING, INC.**

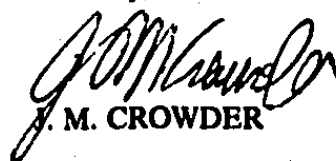
Enclosed are the following documents:

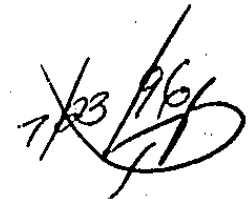
1. Original and one (1) copy of the articles of incorporation;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. My check for \$70.00 for the filing fee.

Please file the original articles and remit a copy with your date and time stamp confirmation of filing noted thereon.

Thank you for your assistance and attention to this request. If you have any questions or have any requirements that have not been met, please do not hesitate to contact me.

Sincerely,

  
J. M. CROWDER



/dn  
enc.

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95 JUL 22 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **ARTICLES OF INCORPORATION**

**OF**

## **ALL PRO WHEEL POLISHING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### **ARTICLE I**

#### **Name**

The name of the corporation shall be: ***ALL PRO WHEEL POLISHING, INC.***

### **ARTICLE II**

#### **Initial Principal Office and Mailing Address**

The initial principal office and mailing address of this corporation shall be:

***13610 North Nebraska  
Tampa, Florida 33613***

### **ARTICLE III**

#### **Capital Stock**

The capital stock of this Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the Corporation.

### **ARTICLE IV**

#### **Initial Registered Office and Agent**

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

***J. M. CROWDER  
6101 Wisteria Loop  
Land O'Lakes, FL 34639-3102***

### **ARTICLE V**

#### **Incorporator**

The name and the street address of the incorporator for these articles of incorporation is:

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66 JUL 22 AM 11:04  
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TALLAHASSEE, FLORIDA

**J. M. CROWDER**  
**6101 Wisteria Loop**  
**Land O'Lakes, FL 34639-3102**

**ARTICLE VI**  
**Initial Board of Directors**

The Initial Board of Directors of the Corporation shall consist of one (1) director. The name and address of the Initial Board of Directors is:

**Name**

**Address**

**JASON GIDDENS**  
**TOM BELL**

**11213 Castleberry Road, Odessa, FL 33556**  
**11213 Castleberry Road, Odessa, FL 33556**

**ARTICLE VII**

**Purpose**

The corporation may transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE VIII**  
**Board of Directors**

The business of the Corporation shall be managed by its Board of Directors. The number of Directors shall be as provided in the Bylaws of the Corporation but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by Florida law.

**ARTICLE IX**  
**Power to Restrict Transfer of Shares**

The shareholders of the Corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions adopted by a two-thirds majority of the shareholders of the Corporation regarding the proposed sale, transfer or other disposition of any outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Corporation. Every certificate representing shares which are so restricted shall state

that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge a full statement of, such restrictions.

#### **ARTICLE X** **Bylaws**

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

#### **ARTICLE XI** **Amendment**

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida Business Corporation Act, as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

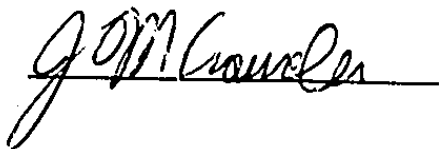
B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or appeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1996.

Signature of Incorporator:



J. M. CROWDER

Typed Name of Incorporator Signing

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **ALL PRO WHEEL POLISHING, INC.**
2. The name and address of the registered agent and office is:

**J. M. CROWDER**

**6101 Wisteria Loop**

**Land O'Lakes, Florida 34639-3102**

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TALLAHASSEE, FLORIDA

*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.*

*J M Crowder*  
(SIGNATURE)

*July 15, 1996*  
(DATE)