

SMATHERS & KEMP, P.A.

ATTORNEYS AT LAW

609 NORTH HYER AVE
ORLANDO, FLORIDA 32803

HUGH JAMES D. SMATHERS
E. DAVID KEMP

PHONE (407) 640-8200
FAX (407) 240-8090

9600007774

September 16, 1996

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

4000001950554
-04/18/96-01065-012
****122.50 ****122.50

RE: Enclosed Documents
E & M Diesel Repair, Inc.

Dear Sir or Madam:

Enclosed, please find two (2) original Articles of Incorporation for E & M Diesel Repair, Inc. Please file these documents at your earliest convenience and return a copy to this office.

This firm's check number 5821 in the amount of \$122.50 is hereto enclosed representing the filing fee for the Articles of Incorporation.

Thank you in advance for your prompt attention to this matter.

Sincerely,

Kristie A. Vega

Kristie A. Vega
Legal Assistant to
E. David Kemp

/kav

Enclosures

9/18

56 SEP 18 PM 5:10
FBI

**ARTICLES OF INCORPORATION
OF
E & M DIESEL REPAIR, INC.**

SEP 19 1995
CLERK OF COURT
JAN 19 1996

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be E & M DIESEL REPAIR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or

personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 9565 S. Orange Blossom Trail, Orlando, Florida, 32837.

The name of the initial registered agent of this corporation at that address shall be: BARRY J. MONICA.

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
BARRY J. MONICA	9565 S. Orange Blossom Trail Orlando, Florida 32837	President
GLENN D. EDWARDS	9565 S. Orange Blossom Trail Orlando, Florida 32837	Secretary/ Treasurer

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
BARRY J. MONICA	9565 S. Orange Blossom Trail Orlando, Florida 32837
GLENN D. EDWARDS	9565 S. Orange Blossom Trail Orlando, Florida 32837

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the
Incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
BARRY J. MONICA	9565 S. Orange Blossom Trail Orlando, Florida 32837
GLENN D. EDWARDS	9565 S. Orange Blossom Trail Orlando, Florida 32837

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

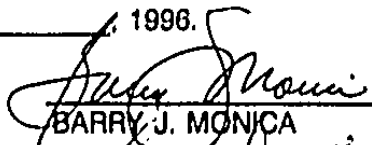
Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.


ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have herunto set their hand and seal this

11th day of September, 1996.

 (SEAL)
BARRY J. MONICA

 (SEAL)
GLENN D. EDWARDS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of September, 1996, by BARRY J. MONICA, who produced his Florida drivers' licenses as identification, and who did take an oath.

E. David Kemp
Print Name:
Notary Public
My commission expires:

STATE OF FLORIDA
COUNTY OF ORANGE



OFFICIAL SEAL
E. DAVID KEMP
My Commission Expires
Sept. 30, 1996
Comm. No. CC 228686

The foregoing instrument was acknowledged before me this 11th day of Sept., 1996, by GLENN D. EDWARDS who produced his Florida driver's license as identification and who did take an oath.

E. David Kemp
Print Name:
Notary Public
My commission expires:



OFFICIAL SEAL
E. DAVID KEMP
My Commission Expires
Sept. 30, 1996
Comm. No. CC 228686

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **E & M DIESEL REPAIR, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named its Registered Agent, **BARRY J. MONICA**, 9565 S. Orange Blossom Trail, Orlando, Florida 32837 to accept service of process within this State.

ACKNOWLEDGEMENT

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



BARRY J. MONICA

STATE OF FLORIDA
SEP 18 PM 5:10