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TALLAHASSEE, FL 32301-2607

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104-21-001 FAX

P96000086301



ACCOUNT NO. : 072100000032

REFERENCE : 124959 3623A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizub*

ORDER DATE : October 18, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 124959-005

CUSTOMER NO: 3623A

CUSTOMER: Ms. Vicki Pereira  
ROBERT E. COBB, ESQ

4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: LANCE AUTOMOTIVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
96 OCT 18 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 OCT 18 PM 12:05  
DIVISION OF CORPORATION

*KR*  
*10.18.96*

**CERTIFICATE OF INCORPORATION  
OF  
LANCE AUTOMOTIVE, INC.**

FILED  
96 OCT 18 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

**LANCE AUTOMOTIVE, INC.**

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely:

To engage generally in the business of owning and operating the business of maintaining, repairing, replacing, and otherwise dealing with all types of automotive and truck parts and accessories, buying and selling all types of automobiles, trucks and other types of merchandise, equipment, transportation equipment, merchandise, equipment, parts and accessories, aircraft, boats, skiffs, runabouts, yachts, sailing craft, and any components, both mechanical and electronic, designed for use in and about the foregoing; and other types of business equipment; to engage generally in the business of buying, selling, and otherwise dealing with any and all other type or nature of property;

To engage in the business of buying and selling any and all types or nature of general merchandise, personal property, real property, or mixed, or to engage in the brokerage business of selling personal property for others, to ship, transfer, move and to generally engage in the business of international and domestic trade and commerce;

To engage generally in the business of manufacturing any and all types of products, whether completely fabricated or partially;

To purchase and sell real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time,

for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

### III.

The authorized capital stock of this Corporation shall be 7,500 share of Common Stock having a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

### IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:

1491 North State Road #7,  
Margate, Florida.

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

Bobby C. Crook                      4134 N. W. 79th Avenue,  
Sunrise, Florida 33351.

Jean F. Crook                      4134 N. W. 79th Avenue,  
Sunrise, Florida 33351.

VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

President,                      Bobby C. Crook  
4134 N. W. 79th Avenue  
Sunrise, FL 33351

Vice-President                      Jean F. Crook  
and Secretary-Treasurer      4134 N. W. 79th Avenue  
Sunrise, FL 33351.

VIII.

The number of Directors of this Corporation shall be not less than one, nor more than five.

IX.

The principal office address of this corporation in the State of Florida is:

1491 North State Road # 7,  
Margate, Florida 33063.

and Robert E. Cobb has been named as the Registered Agent of the Corporation, and his address is: 4530 North Federal Highway, Fort Lauderdale, FL 33308.

The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.


X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

NAME	ADDRESS	NO. OF SHARES
Bobby C. Crook	4134 N.W. 79th Avenue Sunrise, FL 33351	1,000 shares
Jean F. Crook	4134 N.W. 79th Avenue Sunrise, FL 33351	1,000 shares

IN WITNESS OF THE OF THE FOREGOING, I have hereunto set my hand and seal this 16 day of October, 1996.

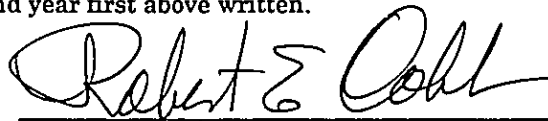
  
BOBBY C. CROOK

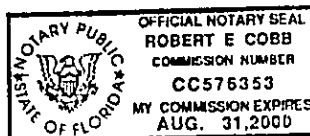
  
JEAN F. CROOK

STATE OF FLORIDA ]  
COUNTY OF BROWARD ]

I HEREBY CERTIFY that on this 16 day of October, 1996, personally came before me, an officer duly qualified to take acknowledgments, personally appeared BOBBY C. CROOK and JEAN F. CROOK. They are personally known to me or have produced \_\_\_\_\_ as identification and did (not) take an oath. If no identification is indicated, the above-named persons are personally known to me.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, and State of Florida the day and year first above written.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
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 LANCE AUTOMOTIVE, INC. is desiring to organize under the Laws of the State of Florida, with its principal office as indicated on the Certificate of Incorporation in the City of Margate, Florida, has named **ROBERT E. COBB**, located at 4530 North Federal Highway, Fort Lauderdale, Florida 33308, 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 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.

By: 

**ROBERT E. COBB**  
Registered Agent

FILED  
96 OCT 18 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA