

P96000098685

Happy Motoring Inc.

3014 SW 8th st

Coral Gables, FL 33134

**PORT MYERS**

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
2 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 11-03-96--01108--012  
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 DEC -3 PM 2:37  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-29-96

Dmc 12/6/96

ARTICLES OF INCORPORATION

OF

HATTY MOTORING INCORPORATED

By the following proposed Articles of Incorporation, the undersigned does hereby declare their intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this Corporation shall be:

HATTY MOTORING INCORPORATED

ARTICLE II - DURATION

The Corporate existence of this Corporation commences on the date of subscription and acknowledgment and shall continue perpetually.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida, but not limited to the following:

1. To establish a Corporation for the purpose of operating and managing a Tuffy Auto Service Center.
2. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters, patents of the United States or any foreign country, patent, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the Corporation or any other Corporation in which the Corporation may have an interest as a stockholder otherwise.

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EFFECTIVE DATE

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3. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of the State of Florida or any other State or Government, Domestic or Foreign and while the owner of any such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes. To aid by loan, subsidy, guaranty, or any other manner whatsoever or so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed; and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

4. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purposes of its incorporation. To issue bonds, promissory notes, bills of exchanges, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business. To secure the same by mortgage or mortgages, or deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holder of any debenture, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred

or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors. To sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject however to the provisions of Article IV hereof.

5. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependencies of the United States and in Foreign countries, without restrictions as to place or amount.

6. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

7. To do all and everything necessary and proper for the accomplishment of any of the purposes of or in furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, or necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purpose of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is

two hundred (200) shares of Common Stock, each share having a par value of One (1.00) dollar.

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 - ADDRESS

The street address of the initial registered office of this Corporation is: 13061 McGregor Blvd., Ft. Myers, Fl. 33919. The mailing address is the same.

The name of the initial registered agent at such address is:

John B. MacKenzie

ARTICLE VII - DIRECTORS

The Corporation shall consist of (2) Directors.

The names and addresses of the Board of Directors is:

John B. MacKenzie  
3014 SW 8th Pl., Cape Coral, Fl. 33910

Stephen H. Taylor  
510 SW 25th St., Cape Coral, Fl. 33914

The number of Directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

John B. MacKenzie  
3014 SW 8th Pl., Cape Coral, Fl. 33910

IN WITNESS WHEREOF, The Undersigned Incorporator

has executed the foregoing Articles of Incorporation this

29<sup>th</sup> day of November, 1996.

*John B MacKenzie*  
John B. MacKenzie

11 29-96

STATE OF FLORIDA )

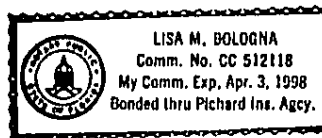
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COUNTY OF LEE

BEFORE ME personally appeared John B. MacKenzie  
to me well known and known to me to be the individual described  
who produced. FILE #252-462-43-246-0  
in and who executed the foregoing Articles of Incorporation  
and he has acknowledged before me that he executed the same  
for the purpose there to expressed.

WITNESS MY HAND and official seal in the County and  
State named above this 29th day of November, 1996.

*Lisa M. Bologna*  
NOTARY PUBLIC



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process  
for the above stated Corporation, with the place designated in  
those Articles of Incorporation, I hereby agree to act in  
this capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and  
complete performance of my duties.

Dated 29<sup>th</sup> day of November, 1926

John B. Mackenzie 11-29-26  
JOHN B. MACKENZIE  
REGISTERED AGENT

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SECOND STATE  
TALLAHASSEE, FLORIDA