

P96000099573
TRANSMITTAL LETTER FILED

96 DEC-9 PM 12:12

STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: N-Car, Inc.

(Proposed corporate name - must include suffix)

7000002023547--6
-12/09/96-01033-013
♦♦♦131.25 +***131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Adele K. Farr
Name (printed or typed)

I-4 Amoco
3250 U.S. Hwy. 98 North

Address

Lakeland, FL 33809

City, State & Zip

(941) 688-6717

Daytime Telephone number

2/10/96
2/10/96

NOTE: Please provide the original and one copy of the articles.

FILER
96 DEC-9 PM 12:12

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, ^{hereby} ~~Act~~ ^{FLORIDA} ~~hereby~~ adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: N-CAR, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 3250 U.S. Hwy. 98 North, Lakeland, Florida 33809. The mailing address of this corporation shall be: 3250 U.S. Hwy. 98 North, Lakeland, Florida 33809.

ARTICLE III SHARES

The aggregate number, class and par value of shares which the corporation shall have authority to issue will be:

<u>Number</u>	<u>Class</u>	<u>Par Value</u>
30,000	Common	\$1.00

ARTICLE IV INITIAL REGISTERED AGENT

The address, including street and number, of the corporation's initial registered office in this state is: 3250 U.S. Hwy. 98 North, Lakeland, Florida 33809.

The name of its initial registered agent at such address is: Adele K. Farr.

ARTICLE V INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street</u>	<u>City</u>
Robert J. Farr	3250 U.S. Hwy. 98 North	Lakeland, FL 33809
Adele K. Farr	3250 U.S. Hwy. 98 North	Lakeland, FL 33809

ARTICLE VI PERSONAL LIABILITY

Each director or officer or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who at the request of this corporation served as director or officer of another corporation in which this corporation owned corporate stock, and his legal representatives shall in like manner be indemnified by this corporation; provided that in either case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct, but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholders at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to such matter, the Board of Directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any rights to which such director or officer may be lawfully entitled.

ARTICLE VII POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the powers to adopt, amend, repeal, or adopt new or additional by-laws, so long as the same shall not be inconsistent with any existing resolutions of the shareholders or provisions of these articles.

ARTICLE VIII

When any new or additional stock of the corporation is to be issued, each then existing shareholder shall have the preemptive right to purchase such proportion of said stock as the number of shares then owned by him bears to the total number of shares outstanding before the issuance of such new or additional shares.

ARTICLE IX

Any persons, upon becoming the owners or holders of any shares of stock or other securities issued by this corporation, do thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such persons or such securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have references to or affect corporations, such securities, or such persons in any way; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other act or thing as authorized, permitted or allowed by such legislative enactments.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 2nd day of December, 1996.

Adele K. Jan

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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.

96 DEC -9 PM12:12

1. The name of the corporation is: N-Car, Inc.

2. The name and address of the registered agent and office is:

Adele K. Farr

(NAME)

3250 U.S. Hwy. 98 North

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Lakeland, FL 33809

(CITY/STATE/ZIP)

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.

Adele K. Farr

(SIGNATURE)

12/2/96

(DATE)