

LAW OFFICES  
JOHN E. SULLIVAN, P.A.

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JOHN EUGENE SULLIVAN

GARDNER WISE BECKETT  
OF COUNSEL  
(1974-1993)

BRANCH OFFICE

ST. PETERSBURG, FLORIDA  
(813) 347-4645

December 11, 1996  
P96000101360

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

900002028659--8  
-12/13/96--01051--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Motorcycle Accessories Distributing, Inc.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above captioned corporation and a check payable to your order in the amount of \$70.00. Please return a file-stamped copy of the Articles of Incorporation to my office in the envelope provided.

Very truly yours,

*John E. Sullivan*  
John E. Sullivan

JES:lh  
Enc.

DEC 17 1996

BSB

FILED  
96 DEC 13 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MOTORCYCLE ACCESSORIES DISTRIBUTING, INC.

**FILED**

96 DEC 13 AM 7:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

MOTORCYCLE ACCESSORIES DISTRIBUTING, INC.

The address of the principal office of this corporation shall be 908 Pelote Cemetery Road, Lithia, Florida 33547, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 908 Pelote Cemetery Road, Lithia, FL 33547,

and the name of the initial registered agent of the corporation at that address is George McGourty.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and one director, initially. The names and street addresses of the initial officers and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

George McGourty  
908 Pelote Cemetery Road  
Lithia, FL 33547

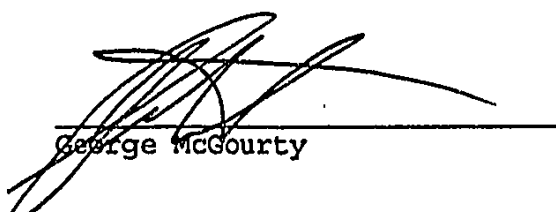
Dir/Pres/Sec/Treas

ARTICLE VII. INCORPORATOR

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

George McGourty  
908 Pelote Cemetery Road  
Lithia, FL 33547

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 11 day of December, 1996.

  
George McGourty

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

George McGourty having a business office identical with the registered office of the corporation named in the foregoing Articles, and having been designated as the Registered Agent in the foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
George McGourty

**FILED**  
96 DEC 13 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SAMUEL J. NUCCIO**

ATTORNEY AT LAW

M.M. 30, U.S. 1

P.O. BOX 247 535

BIG PINE KEY, FL 33043

(305) 872-2990

RECEIVED  
MAIL ROOM  
JAN 11 1996  
FILED

TO

Fla Dept. of State  
Attn: Corporations  
Tallahassee, FL.

SUBJECT

Incorporation of  
Tropical Spa and Petco Shop,  
Inc.

MESSAGE

DATE 12/3/96

Dear Sir, Please find enclosed the articles for the  
above corporation in duplicate, along with check no. 1246  
for costs. (\$122.50). Please return the filed documents.

Thank you, SIGNED Samuel J. Nuccio

REPLY

DATE

for state

600002035536--2  
-12/20/96--01098-013  
\*\*\*122.50 \*\*\*122.50

SIGNED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 10, 1996

SAMUEL J NUCCIO ESQUIRE  
P O BOX 535  
BIG PINE KEY, FL 33043

SUBJECT: TROPICAL SPAS AND PATIO SHOP, INC.  
Ref. Number: W96000025892

FILED  
96 DEC 13 PM 1:04  
TALLAHASSEE, FLORIDA

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 096A00055153

*Please file enclosed  
Articles you  
Thank you  
SWN*

R. CHESSE

DEC 17 1996

ARTICLES OF INCORPORATION  
OF  
TROPICAL SPAS AND PATIO SHOP, INC.

FILED  
96 DEC 13 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be Tropical Spas and Patio Shop, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence upon filing hereof:

ARTICLE III - PURPOSE

This corporation is organized for the purpose of selling spas and patio products and for all business activities as permitted under local, state, and federal law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares at \$5.00 par value common stock.

ARTICLE V - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 24643 Park Ave., Summerland Key, Fl. 33042-4413439 and the name of the registered agent of this corporation is Robert A. Jachelski.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws. The names and addresses of the initial Directors are: Robert A. Jachelski, 24643 Park Dr., Summerland Key, Fl. 33042 and Mark A. Jachelski, 24643 Park Dr., Summerland Key, Fl. 33042.

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are Robert A. Jachelski, 24643 Park Dr., Summerland Key, Fl. 33042 and Mark A. Jachelski, 24643 Park Dr., Summerland Key, Fl. 33042.

#### ARTICLE IX - OFFICERS

The names and addresses of the initial officers of this corporation are: Robert A. Jachelski, President and Treasurer and Mark A. Jachelski, Vice President and Secretary.

#### ARTICLE X - SUBCHAPTER S

This corporation shall be a Subchapter S, "Small Business Corporation," as that term is described by Section 1371 of the Internal Revenue Code and said corporation shall have no more than 35 shareholders, not have a shareholder who is not an individual, nor have a shareholder who is a non-resident alien, nor shall there be more than one (1) class of stock.



In WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 3rd day of ~~November~~ December 1996.

Robert A. Jachelski  
Robert A. Jachelski

Mark A. Jachelski  
Mark A. Jachelski

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared Robert A. Jachelski and Mark A. Jachelski known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 3rd day of ~~November~~ December 1996.



ROBERTA A MAJEWSKI  
My Commission CC371028  
Expires May 09, 1998  
Bonded by ANB  
800-852-6878

Roberta A. Majewski  
Notary Public

My commission Expires:

5-9-98

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Tropical Spas and Patio Shop, Inc., desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation at 24643 Park Dr., Summerland Key, FL 33042, Monroe County, State of Florida has named Robert A. Jachelski as its registered agent 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 provision of said Act relative to keeping open said office.

By: 

Robert A. Jachelski

FILED  
96 DEC 13 PM 1:04  
CLERK OF STATE  
TALLAHASSEE, FLORIDA