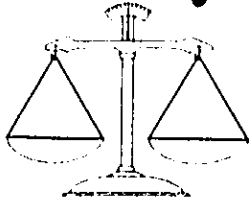


# P96000 104064



## Action Paralegal Service

7000 Lake Underhill Road  
Orlando, Florida 32822

407-658-7606

December 17, 1996

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

RE: MGR FINANCIAL, INC.

400002037674--1  
-12/24/96--01168--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Clerk:

Enclosed please find the Article of Incorporation and Registered Agent for **CAR ART, INC.** Also enclosed is check # 1097 for seventy dollars, (\$70.00) to cover the cost of recording.

If you have any questions contact me at Action Paralegal Service  
(407) 658-7606.

Sincerely,

Enclosure  
Article of Incorporation  
Registered Agent  
check # 1097

FILED  
96 DEC 23 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
12/30/96

ARTICLES OF INCORPORATION  
FOR  
CAR ART. INC.

FILED  
96 DEC 23 11:11:13  
SEC. STATE  
TALLAH. FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

CAR ART, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

1400 EGAN DRIVE  
ORLANDO, FL 32822

ARTICLE III PURPOSE

The specific purpose(s) for which the corporation is organized is (are):

PRODUCTION OF AND MARKETING A WATER SOLUBLE PAINT

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

By appointment of the President.

ARTICLE V COMMON STOCK

There will be 100 shares of common stock with no par value held by the one and only officer.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 607.0302, Florida Statutes.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

VICTOR V. VILCHEZ, 1400 Egan Drive, Orlando, FL 32822

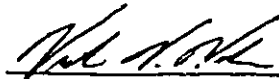
ARTICLE VII INCORPORATOR

The name and street address of the Incorporator for these Article of Incorporation is:

VICTOR V. VILCHEZ, 1400 Egan Drive, Orlando, FL 32822

The undersigned Incorporator has executed these Articles of Incorporation this 17th day of December, 1996.

Signature of the Incorporator



VICTOR V. VILCHEZ  
Typed name of Incorporator signing

FILED  
96 DEC 23 11:11:13  
TALLAHASSEE  
FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  

CAR ART, INC.
2. The name of and address of the registered agent and office is:  

VICTOR V. VILCHEZ, 1400 Egan Drive, Orlando, FL 32822

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATION 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.

SIGNATURE: *Victor V. Vilchez*

DATE 12-17-96