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JACK LOCKLIN, JR., P.A.

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JACK LOCKLIN, JR.*
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*BOARD CERTIFIED REAL ESTATE ATTORNEY

December 30, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

RE: DOWNS PAINT AND BODY, INC.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of **Downs Paint and Body, Inc.** and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	52.50
Total	\$122.50

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

JACK LOCKLIN, JR., P.A.

Angela J. Jones

AJJ:jl
Enclosure

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CORPORATIONS
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SIGN OF CORPORATION

12/31

ARTICLES OF INCORPORATION
OF
DOWNNS PAINT AND BODY, INC.

ARTICLE I

The name of this corporation is: **DOWNNS PAINT AND BODY, INC.**

ARTICLE II

The purpose of this corporation is for the repair, painting and body work upon automobiles and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6141 Highway 90, Milton, Florida 32570, and the name of the initial registered agent of this corporation at that address is **ROBERT DOWNNS**. The principal office is the same as the registered office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Downs	6141 Highway 90 Milton, FL 32570
Linda Downs	6141 Highway 90 Milton, FL 32570

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is **Robert Downs**, 6141 Highway 90, Milton, Florida 32570.

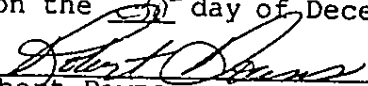
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 29th day of December, 1996.


Robert Downs

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Robert Downs**, (X) who is personally known to me or () who presented _____ as identification, and who executed the foregoing Articles of Incorporation of **Downs Paint and Body, Inc.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this 30th day of December, 1996.



Angela J. Jones
Notary Public
My commission expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

DOWN'S PAINT AND BODY, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named **Robert Downs**, 6141 Highway 90, Milton, Florida 32570, as agent to accept service of process within the state.

Dated this the 30th day of Decemer, 1996.

DOWN'S PAINT AND BODY, INC.

BY:

Robert Downs
Robert Downs

ACCEPTANCE

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 the act relative to keeping open an office.

Robert Downs
Robert Downs