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NOE & FOODY  
ATTORNEYS AND COUNSELORS  
599 ATLANTIC BOULEVARD,  
SUITE 6  
ATLANTIC BEACH, FLORIDA 32233

WILLIAM G. NOE, JR.  
ALAN MICHAEL FOODY\*  
\*FL & GA Bars

97 JAN 27 AM 10:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE 904/249-7241  
FACSIMILE 904/247-1582

January 24, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

200002071402--6  
-01/28/97--01172--006  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: BEACH BODY - RAY'S - BEACH WRECKER - ALL AMERICAN, INC.**

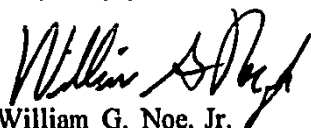
Dear Sirs:

I am enclosing herewith an original and one copy of the Articles of Incorporation of BEACH BODY - RAY'S - BEACH WRECKER - ALL AMERICAN, INC. I am also enclosing herewith my check in the amount of \$122.50 for the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,

  
William G. Noe, Jr.  
WGN/sb

Enclosures



**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**  
**OF**

**BEACH BODY - RAY'S - BEACH WRECKER - ALL AMERICAN, INC.**

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE: **BEACH BODY - RAY'S  
- BEACH WRECKER - ALL AMERICAN, INC.**

**ARTICLE II**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE  
AUTHORIZED TO BE DONE BY  
CORPORATIONS ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA.

**ARTICLE III**

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS ONE THOUSAND SHARES (1,000). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

**ARTICLE IV**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE V**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 928 SOUTH 7TH. AVENUE, JACKSONVILLE BEACH, FLORIDA 32250.

**ARTICLE VI**

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

**ARTICLE VII**

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

NAME

ADDRESS

CECIL W.L. STANFORD

928 SOUTH 7TH. AVENUE  
JACKSONVILLE BEACH, FLORIDA 32250

ALLICE PARSONS

928 SOUTH 7TH. AVENUE  
JACKSONVILLE BEACH, FLORIDA 32250

#### ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
CECIL W.L. STANFORD PRESIDENT	928 SOUTH 7TH. STREET JACKSONVILLE BEACH, FLORIDA 32250
ALLICE PARSONS VICE PRESIDENT AND SECRETARY/TREASURER	928 SOUTH 7TH. STREET JACKSONVILLE BEACH, FLORIDA 32250
TRAVIS PARSONS VICE PRESIDENT	928 SOUTH 7TH. STREET JACKSONVILLE BEACH, FLORIDA 32250
RAY BUNKER VICE PRESIDENT	928 SOUTH 7TH. STREET JACKSONVILLE BEACH, FLORIDA 32250

#### ARTICLE IX

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

#### ARTICLE X

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF

THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

NAME

WILLIAM G. NOE, JR.

ADDRESS

599 ATLANTIC BOULEVARD, SUITE 6  
ATLANTIC BEACH, FLORIDA 32233

**ARTICLE XI**


THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

FILED

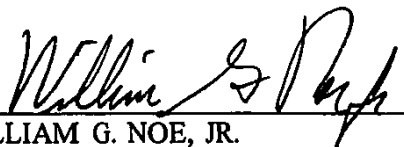
97 JAN 27 AM 10:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS  
HEREUNTO SET HIS HAND AND SEAL THIS 24TH. DAY OF JANUARY, 1997.

  
WILLIAM G. NOE, JR.  
REGISTERED AGENT AND  
SUBSCRIBER

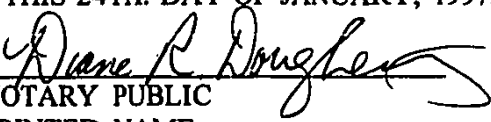
I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND  
RESPONSIBILITIES AS REGISTERED AGENT OF BEACH BODY - RAY'S - BEACH  
WRECKER - ALL AMERICAN, INC.

  
WILLIAM G. NOE, JR.

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE,  
JR., TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSON NAMED AS  
REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE  
FOREGOING CERTIFICATE OF INCORPORATION OF BEACH BODY - RAY'S -  
BEACH WRECKER - ALL AMERICAN, INC., AND WHO ACKNOWLEDGED TO AND  
BEFORE ME THAT HE SUBSCRIBED HIS NAME TO SAID CERTIFICATE OF  
INCORPORATION AS THE REGISTERED AGENT AND INCORPORATOR TO THE  
STOCK OF SAID CORPORATION, FREELY AND VOLUNTARILY FOR THE USES AND  
PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH,  
FLORIDA, DUVAL COUNTY, FLORIDA, THIS 24TH. DAY OF JANUARY, 1997.

  
NOTARY PUBLIC  
PRINTED NAME: \_\_\_\_\_  
MY COMMISSION EXPIRES: \_\_\_\_\_



Diane R. Dougherty  
MY COMMISSION # CC489994 EXPIRES  
September 6, 1999  
BONDED THRU TROY FARM INSURANCE, INC.