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TINGIRIDES & SCHIRMER, P.A.

ATTORNEYS AT LAW

STAVROS TINGIRIDES  
MATTHEW J. SCHIRMER  
AUDREY A. JEFFERIS

800 North Belcher Road  
Suite 4  
Clearwater, Florida 34625

Telephone (813) 448-0088  
Facsimile (813) 447-5231

Civil Litigation  
Corporate and Business Law  
Estate Planning and Probate  
General Practice  
Real Estate  
Title Insurance

January 27, 1997

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

500002074985--4  
-01/31/97--01057--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: PROTO SHELL AUTO CARE, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced corporation, along with a check for \$70.00 to cover the cost of:

1. filing the Articles of Incorporation, and
2. filing the Certificate of Designation of Registered Agent.

Please return a confirmation to this office in the enclosed envelope once the Articles have been filed.

If you have any questions, please do not hesitate to give me a call. Thank you for your kind assistance.

Very truly yours,

AL FEB 24 1997

Stavros Tingirides

ST:jp  
Enclosure(s)  
cc: PROTO SHELL AUTO CARE, INC.

FEB 4 1997

W97-2730  
BSB

1705

FILED  
97 FEB 24 AM 11:19  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 4, 1997

TINGIRIDES & SCHIRMER, P.A.  
800 NORTH BELCHER ROAD  
SUITE 4  
CLEARWATER, FL 34625

SUBJECT: PROTO SHELL AUTO CARE, INC.  
Ref. Number: W97000002730

We have received your document for PROTO SHELL AUTO CARE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 797A00005737

# TINGIRIDES & SCHIRMER, P.A.

ATTORNEYS AT LAW

STAVROS TINGIRIDES  
MATTHEW J. SCHIRMER  
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800 North Belcher Road  
Suite 4  
Clearwater, Florida 34625

Civil Litigation  
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February 10, 1997

Ms. Brenda Baker  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: PROTO CARE, INC.

Dear Ms. Baker:

Pursuant to instructions received from your office, enclosed is the original and one copy of the Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced corporation. The filing fees of \$70 have been previously submitted with my correspondence dated January 27.

Please return a confirmation to this office once the Articles have been filed.

If you have any questions, please do not hesitate to give me a call. Thank you for your kind assistance.

Very truly yours,



Stavros Tingirides

ST:jp  
Enclosure(s)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 17, 1997

TINGIRIDES & SCHIRMER, P.A.  
800 NORTH BELCHER ROAD  
SUITE 4  
CLEARWATER, FL 34625

SUBJECT: PROTO CARE, INC.  
Ref. Number: W97000002730

We have received your document for PROTO CARE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 797A00005737

*Corrected*

**FILED**

Articles of Incorporation  
for  
**GEORGE PROTO, INC.**  
(for-profit corporation)

97 FEB 24 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:*

**ARTICLE I - NAME**

The name of the Corporation shall be GEORGE PROTO, INC.

**ARTICLE II - PURPOSES**

The general purposes for which the corporation is organized are:

- A. To engage in the business of of gas station management and operation, and automotive repair and service.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried in connection with or auxiliary to the foregoing business.
- C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- D. To engage in any activity or business permitted under the laws of the State of Florida and of the United States.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 2368 Hawthorne Drive, Clearwater, Florida 34623.

## **ARTICLE V - CAPITALIZATION**

The aggregate number of shares of stock which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

## **ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial Registered Agent is Stavros Tingirides, Esquire and the street address of the initial Registered Office of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Florida 34625. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

## **ARTICLE VII - INCORPORATORS**

The name and address of the sole incorporator is Stavros Tingirides, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

## **ARTICLE VIII - PREEMPTIVE RIGHTS**

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

## **ARTICLE IX - DIRECTORS**

The number of Directors may be increased or decreased from time to time, by an amendment of the by-laws when such amendment is adopted by the stockholders, provided that the number of Directors shall never be less than one (1).

## **ARTICLE X - INITIAL DIRECTORS**

This Corporation shall have one (1) Director initially. The name and address of the initial Director is:

George Protopapadakis, 2368 Hawthorne Drive, Clearwater, Florida  
34623

#### **ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section..

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation: nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

#### **ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT**

The stockholders, by agreement, or the by-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

#### **ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon,

unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of FEBRUARY, 1997.

  
Stavros Tingirides, Esquire, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared Stavros Tingirides, Esquire, well known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he voluntarily executed these Articles of Incorporation for the use and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 21<sup>st</sup> day of February, 1997.

  
NOTARY PUBLIC

My Commission Expires:





# GEORGE PROTO, INC.

(for-profit corporation)

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED

97 FEB 24 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of GEORGE PROTO, INC., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is GEORGE PROTO, INC.
2. The name and address of the registered agent and office is:

Stavros Tingirides, Esquire  
800 North Belcher Road  
Suite 4  
Clearwater, Florida 34625

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. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated 2/21/97

  
Stavros Tingirides, Esquire