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ACCOUNT NO. : 072100000032

REFERENCE : 270391 5012018

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : February 24, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 270391-005

000002095610--8

CUSTOMER NO: 5012018

CUSTOMER: Mr. Marshall Foote  
COGGIN AUTOMOTIVE GROUP

Suite 200  
7400 Baymeadows Way  
Jacksonville, FL 32256

DOMESTIC FILING

NAME: WAEGEL, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 FEB 24 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R.

FEB 24 1997

K.R.

FEB 24 1997

**ARTICLES OF INCORPORATION  
OF  
WAEGEL, INC.**

**FILED**  
97 FEB 24 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is WAEGEL, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 2243 Beachcomber Trail, Atlantic Beach, FL 32233.

or

Section 1.3 Mailing Address. The mailing address of the corporation is [as above].

**ARTICLE II**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence begins on filing of this instrument.

**ARTICLE III**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

## ARTICLE IV

### CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of voting common stock having a par value of \$1.00 per share.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the office of this corporation is as stated in Article I hereof, and the name of the registered agent of this corporation at that address is Richard Gormly.

## ARTICLE VI

### DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one nor more than twenty-five (25).

Section 6.2 Directors. The name of the members of the board of directors of the corporation (whose addresses are the same as the address of the corporation) are:

#### NAME

Richard Gormly

## ARTICLE VII

### BYLAWS

Section 7.1 Bylaws. The bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE VIII

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the President of this corporation is:

NAME

Richard Gormly

ADDRESS

[as above]

## ARTICLE IX

### INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE X

### AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 19 day of February, 1997.

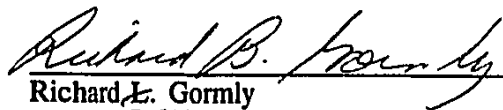


Richard L. Gormly, President

B.M.L.

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

  
Richard L. Gormly  
B. R. G.

Date: February 18, 1997

Date:

FILED  
97 FEB 24 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA