

Bagdes & Bagdes

Attorneys at Law

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

P97000019680

February 24, 1997

904/258-7171
or 258-7441

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 26 AM 10:28

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: FLAGLER TRUCK & ACCESSORIES, INC.

200002098542--8
-02/26/97--01060--019
****122.50 ****122.50

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

enclosures

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3/4

ARTICLES OF INCORPORATION
OF
FLAGLER TRUCK & ACCESSORIES, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION
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The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is FLAGLER TRUCK & ACCESSORIES, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide the retail sale of truck accessories and related equipment for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 4602 U.S. #1, Palm Coast, Florida 32164. This the mailing address of the corporation is P.O. Box 352214, Palm Coast, Florida 32135.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 4602 U.S. #1, Palm Coast, Florida 32164, and the name of the initial registered agent at such address is Brian Daley.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Brian Daley	38 Weyanoke Lane Palm Coast, FL 32164
Clinton Varnadore	5735 Sweetwater Boulevard Port Orange, FL 32127
Billie Varnadore	1940 Botree Court Daytona Beach, FL 32124

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Brian Daley, 38 Weyanoke Lane, Palm Coast, Florida 32164.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Brian Daley President	38 Weyanoke Lane Palm Coast, FL 32164
Clinton Varnadore Vice President	5735 Sweetwater Boulevard Port Orange, FL 32127
Billie Varnadore Secretary/Treasurer	1940 Botree Court Daytona Beach, FL 32124

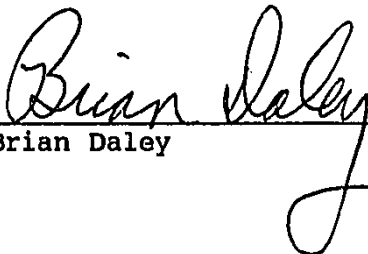
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 24th day of February, 1997.

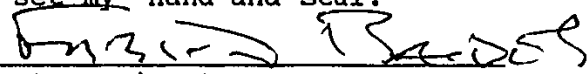


Brian Daley

STATE OF FLORIDA
COUNTY OF VOLUSIA

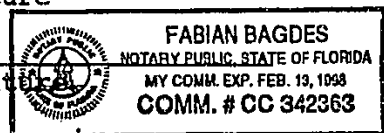
On this 24th day of February, 1997, before me, the undersigned authority, appeared BRIAN DALEY, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature

Printed Signature

My Commission expires:



NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

Flagler Truck & Accessories, Inc., a corporation organizing
under the laws of the State of Florida, with its principal office
at 4602 U.S. #1, in the City of Palm Coast, County of Flagler, in
the State of Florida, has named Brian Daley, who is located at 4602
U.S. #1, Palm Coast, Florida 32164, as its registered agent to
accept service of process within the State.

DIRECTOR:

ADDRESS:

Brian Daley

38 Weyanoke Lane
Palm Coast, FL 32164

Clinton Varnadore

5735 Sweetwater Boulevard
Port Orange, FL 32127

Billie Varnadore

1940 Botree Court
Daytona Beach, FL 32124

ACCEPTANCE:

I agree as resident agent to accept service of process; to
keep office open during prescribed hours; to post my name (and the
names of any other officers of said corporation authorized to
accept service of process at the above Florida designated address)
in some conspicuous place as required by law.


Brian Daley