

P97000031918  
LAW OFFICE  
ROBERT V. DUSS  
112 WEST ADAMS STREET, SUITE 1402  
JACKSONVILLE, FLORIDA 32202-3898

ROBERT V. DUSS

JOHN S. DUSS  
(1912-1990)  
FRED BUTLER  
(1921-1983)

April 4, 1997

TELEPHONE  
(904) 355-0668

TELECOPIER  
(904) 791-9251

Division of Corporations  
Office of Secretary of State  
The Capitol  
Tallahassee, Florida 32399-0250

RE: Articles of Incorporation - Dungan Brothers Imports, Inc.

Gentlemen:

600002135606--2  
-04/08/97--01007--001  
\*\*\*\*122.50 \*\*\*\*122.50

For filing with the Department of State, I am enclosing the original and one copy of the Articles of Incorporation of Dungan Brothers Imports, Inc., together with my check payable to the Secretary of State in the sum of \$122.50, covering the following:

|          |   |
|----------|---|
| \$ 35.00 | Filing Articles of Incorporation            |
| \$ 52.50 | Certified copy of Articles of Incorporation |
| \$ 35.00 | Designation of Resident Agent               |

I would appreciate it if you would forward the certified copy of the Articles to me as soon as the same are filed in your records. Should there be any questions, please contact me upon receipt.

Sincerely,



Robert V. Duss

RVD:bas

Enclosure

cc: Mr. & Mrs. David Dungan

FILED  
97 APR - 7 PM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
4/11/97

**ARTICLES OF INCORPORATION**  
**OF**  
**DUNGAN BROTHERS IMPORTS, INC.**

FILED  
97 APR -7 PM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, pursuant to the "Florida Business Corporation Act", adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: DUNGAN BROTHERS IMPORTS, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be: 13853 Pleasant View Drive North, Jacksonville, Florida 32225.

**ARTICLE III - CAPITAL STOCK**

The number of shares that the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock par value \$1.00 (One Dollar) per share.

**ARTICLE IV - CUMULATIVE VOTING**

At all times, each holder of common stock of the corporation shall be entitled to one (1) vote for each share of such stock standing in his name on the books of the corporation. At all elections of directors of the corporation, each holder of common stock shall be entitled to as many votes as shall equal the number of votes as shall equal his number of shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single candidate or he may distribute them among some or all of the candidates.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. If this preemptive right is not exercised within thirty (30) days of receipt of a notice in writing from the corporation by purchase for cash, this right shall be deemed waived.

#### **ARTICLE VI - REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The initial registered office and the initial registered agent of the corporation at such office is as follows:

Robert V. Duss  
112 West Adams Street, Suite 1402  
Jacksonville, Florida 32202

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Robert V. Duss  
112 West Adams Street, Suite 1402  
Jacksonville, Florida 32202

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one.

The names and addresses of the initial directors are as follows:

MAYINN DUNGAN  
13853 Pleasant View Drive North  
Jacksonville, Florida 32225

DAVID DUNGAN  
13853 Pleasant View Drive North  
Jacksonville, Florida 32225

CYNTHIA B. DUNGAN  
13951 Norway Pine Place  
Jacksonville, Florida 32225

TERRY L. DUNGAN  
13951 Norway Pine Place  
Jacksonville, Florida 32225

#### **ARTICLE IX - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE X - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### **ARTICLE XI - INDEMNIFICATION**

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the full extent possible under Florida law or as may be more fully set forth in the By-laws.

#### **ARTICLE XII - AMENDMENT**

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

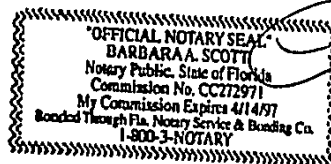
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21st day of April, 1997.

  
Robert V. Duss, Incorporator

FILED  
97 APR - 7 PM 7:53  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE


STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of April, 1997 by Robert V. Duss, who is personally known to me.



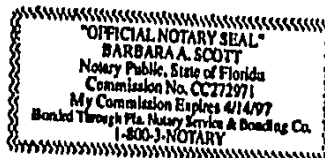
  
Notary Public (Print name)

I, Robert V. Duss, am familiar with and hereby accept the duties and responsibilities as registered agent for said Corporation.

  
Robert V. Duss  
Registered Agent

Sworn to and subscribed before me this 4th day of April, 1997, by Robert V. Duss, who is personally known to me and who did take an oath.

  
Notary Public (Print Name)



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