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W. THOMAS COPELAND, P.A.
ATTORNEY AT LAW

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April 18, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Beaches/Mayport Auto Body, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for **BEACHES/MAYPORT AUTO BODY, INC.**, together with a check in the amount of \$122.50, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W. Thomas Copeland

WTC/kac
encs.

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97 APR 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEACHES/MAYPORT AUTO BODY, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

BEACHES/MAYPORT AUTO BODY, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to operate an auto body paint and repair business, and to engage in any activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

922-7th Avenue South
Jacksonville Beach, Florida 32250

The mailing address of the Corporation is:

P.O. Box 331367
Atlantic Beach, FL 32233

SIXTH

The name of the initial Registered Agent is: W. THOMAS COPELAND, whose mailing address is:

421 North Third Street
Jacksonville Beach, Florida 32250

SEVENTH

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida nor Shareholders of the Corporation.

EIGHTH

The name and address of the persons who shall serve as the initial Directors until the first annual meeting of Shareholders, or until their successors shall be elected and qualified, is as follows:

TIERYE WILLIAM CRUMLEY	P.O. Box 331367 Atlantic Beach, Florida 32233
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JOYCE MARIE CRUMLEY	P.O. Box 331367 Atlantic Beach, Florida 32233
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NINTH

TENTH

The name and address of the persons who shall serve as the Officers until the first annual meeting of Shareholders, or until his successor(s) have been elected and qualified, is as follows:

TIERYE WILLIAM CRUMLEY	P.O. Box 331367
President	Atlantic Beach, Florida 32233
JOYCE MARIE CRUMLEY	P.O. Box 331367
Secretary/Treasurer	Atlantic Beach, Florida 32233

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.


THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

The effective commencement date of this corporation shall be upon filing hereof.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 18th day of April, 1997.


JOYCE MARIE CRUMLEY
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL


Sworn to and subscribed before me this 18th day of April, 1997, by JOYCE MARIE CRUMLEY, who is personally known to me and who ~~did~~/did not take and oath.


Notary Public

JANET D. WILSON
Notary Public, State of Florida
My Comm. expires Sept. 20, 1997
Comm. No. CC 299052

ACCEPTANCE

I, the undersigned, being a citizen of Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.


W. THOMAS COPELAND
Registered Agent
421 North Third Street
Jacksonville Beach, FL 32250

FILED
97 APR 21 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA