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to M. Malvezzi

309 S.E. 47th ST

Cape Coral, FL

33904

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
97 APR 29 PM 12:37

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ARTICLES OF INCORPORATION

OF

SOUTHPOINT AUTO BODY, INC.

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act., hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

SOUTHPOINT AUTO BODY, INC.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

**5751 YOUNGQUIST RD.
FORT MYERS, FL, 33912**

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

- A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.,
- B. retail auto body and painting.

IV

COMMON STOCK

The maximum number of shares of stock that the corporation is authorized to

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V.
DURATION

This corporation shall have perpetual existence.

VI.
Initial REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

MARY ANN MALVEZZI
5751 YOUNGQUIST RD
FORT MYERS, FL 33912

VII.
THE NAME AND ADDRESS OF THE INCORPORATOR ARE:

MARY ANN MALVEZZI
5751 YOUNGQUIST RD
FORT MYERS, FL 33912

VIII
BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholder. However, the corporation shall have no less than one (1) director at any time.
The name and address of the initial director of this corporation is:

MARY ANN MALVEZZI
5751 YOUNGQUIST RD
FORT MYERS, FL 33912

IX.

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) if any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of share, and inviting him to exercise his pre-emptive rights. This right may also be within thirty (30) days of receipt of notice from the corporation.

X.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholder, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation. IN WITNESS WHEREOF, the undersigned Incorporator in the State of Florida this 24th day of April 1997..

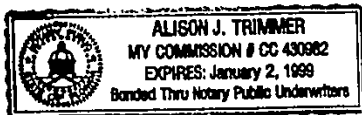
M. Malvezzi
MARY ANN MALVEZZI

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CLERK OF DISTRICT COURT
STATE OF FLORIDA
97 APR 29 PM 12:07

**STATE OF FLORIDA
COUNTY OF LEE**

BEFORE ME the undersigned authority, personally appear Mary ann Malvezzi who is to me known to be the person described in and who executed the foregoing Article of Incorporation and acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County Florida in said county and state this 24th day of April 1997.

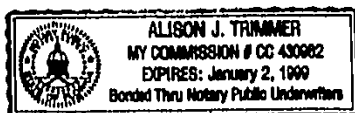


Alison J. Trimmer
Notary

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation,

M. Malvezzi
Registered Agent

BEFORE ME, the undersigned authority, personally appeared, Mary Ann Malvezzi who is to me known to be the person described in and who executed the foregoing as Registered Agent.



Alison J. Trimmer
Notary