

P97000040991

HOWARD & REYES, CHARTERED  
ATTORNEYS AT LAW  
210 N. PARK AVENUE  
SANFORD, FLORIDA 32771

VINCENT W. HOWARD, JR.  
MARK A. REYES

TELEPHONE (407) 322-5075  
FACSIMILE (407) 324-0924

April 30, 1997

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

Re: Incorporation of Woody's Auto Care, Inc.

700002166007--4  
-05/05/97--01102--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam,

Enclosed please find a draft of the Articles of Incorporation for Woody's Auto Care, Inc., and at this time, I would submit these to be filed with your office.

Also, please find a check in the amount of \$122.50 covering the costs of incorporation, and the cost of a certified copy of the document.

I hope that these will prove sufficient to permit incorporation under Chapter 607 of the Florida Statutes.

Please advise me if you require anything in addition to the package presented herein.

Sincerely,

  
Mark Reyes, Esq.

enclosure  
cc: File

MAR/lkb

FILED  
97 MAY -5 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 5/8/97

FILED

97 MAY -5 PM 12: 31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WOODY'S AUTO CARE, INC.

ARTICLE I - NAME

The name of this corporation is WOODY'S AUTO CARE, INC.

ARTICLE II - NATURE OF THE BUSINESS AND POWERS

This corporation is organized for the purpose of: to perform quality automobile repair.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK AUTHORIZED

Section 1. Authorized Shares

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share, which shall be designated "Common Shares".

Section 2. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of officers and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1122 Celery Avenue, Sanford, Florida 32771, and the name of the initial registered agent of this corporation is John Lowell Graves.

ARTICLE VII - PRINCIPAL ADDRESS

The principal address of the corporation is 1122 Celery Avenue, Sanford, Florida 32771.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the initial directors of the corporation are:

John Lowell Gaves  
761 E. Osceola Road  
Geneva, Florida 32732

ARTICLE X - INCORPORATOR(S)

The name and address of the person signing these Articles is:

John Lowell Gaves  
761 E. Osceola Road  
Geneva, Florida 32732

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to the Stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by any member of the Board of Directors.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares presented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVI - INITIAL SHAREHOLDERS

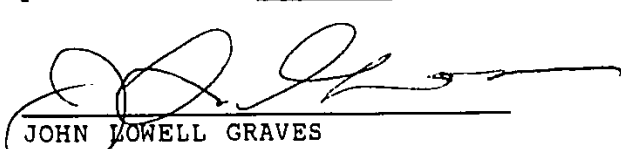
Shares of capital stock in this Corporation shall be issued initially to the following persons in the amount set opposite their names:

John Lowell Graves	100
761 E. Osceola Road	
Geneva, Florida 32732	

ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders as provided by law.

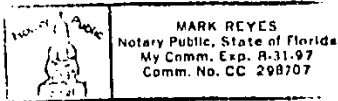
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30<sup>th</sup> day of April, 1997.

  
JOHN LOWELL GRAVES  
Subscriber

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN LOWELL GRAVES, known to me personally, or who has presented the following form of identification: PERSONALLY KNOWN, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the state and county aforesaid,  
this 30<sup>TH</sup> day of April, 1997.



*Mark Reyes*  
Notary Public State of Florida  
My Commission expires:

\_\_\_\_\_  
Name (printed)

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the  
above stated corporation, at the place designated in Article  
VI, I hereby agree to comply with the provisions of all  
statutes relative to the proper and complete performance of my  
duties.

Dated: 4-30-97

*John Lowell Graves*  
JOHN LOWELL GRAVES  
Registered Agent

FILED  
97 MAY -5 PM 12:31  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE