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Law Offices of
Theodore R. Culbertson

Theodore R. Culbertson, Esq.
Lloyd T. Davidson, Esq.

May 12, 1997

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Clearwater, FL 33756
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State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/14/97--01053--009
*****70.00 *****70.00

RE: Registration Fee - Show Car Interiors, Inc.

Dear Sir:

Enclosed herewith you will find Articles of Incorporation for SHOW CAR INTERIORS, INC., along with Check #785 in the amount of \$70.00 to register the corporation.

If there should be any questions, please contact our office.

Yours very truly,



Theodore R. Culbertson, Esq.

TRC/lea

Encls.

cc: Show Car Interiors, Inc.

FILED
97 MAY 14 AM 10:30
TALLAHASSEE, FLORIDA

MAY 16 1997

**ARTICLES OF INCORPORATION
OF
SHOW CAR INTERIORS, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

SHOW CAR INTERIORS, INC.

The principal place of business of this corporation shall be:

1724 Drew Street
Clearwater, Florida 34616

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TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS

The primary business of this corporation shall be for profit provision of automobile upholstery and interior sales both commercially and to the general public.

ARTICLE III - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV - CAPITAL STOCK

Section 1 - Number of Shares

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock, having no par value.

Section 2 - Terms

Except as otherwise provided by written agreement of all shareholders, each shareholder shall be entitled at any special or general meeting of the shareholders to one vote for each share of common stock registered in his name on the books of the corporation as of the date ten (10) days before the date of such special or regular meeting of shareholders.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Martin E. Presnell
1466 Jacaranda Circle, North
Clearwater, Florida 34615

ARTICLE VI - REGISTERED AGENT

The full name and address of the initial registered office and registered agent is:

Theodore R. Culbertson, Esq.
1172 Brownell Street
Clearwater, Florida 34616

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of May, 1997.


MARTIN E. PRESNELL

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged and sworn to before me this 8th day of May, 1997, by MARTIN E. PRESNELL, who is personally known to me, or who has produced Check Appraisal Card 0203143327 as identification.


Notary Public, State of Florida

My Commission expires:



Mario M. Lea
MY COMMISSION # CC552441 EXPIRES
November 9, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to posting names of persons authorized to accept service of process and keeping open said office for service of process. I am familiar with and accept the obligations provided for in Section 607.0505, Florida Statutes.



Theodore R. Culbertson, Esq.
Registered Agent

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97 MAY 14 AM 10:31
TALLAHASSEE, FLORIDA