

P97000043989  
NORMAN I. SEGAL, P.A.  
ATTORNEY AT LAW

P.O. BOX 640367  
MIAMI, FLORIDA 33164-0367

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May 6, 1997

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

EFFECTIVE DATE  
5.5.97

400002172054 -- 1

05/08/97--01136--005  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation of Ted & Skip's Auto Parts, Inc., together with the certificate designating place of business for service of process within the State of Florida, and naming agent upon whom process may be served, together with a check in the amount of \$122.50, consisting of the following:

|  |         |
|--|---------|
| Filing fee.....                                      | \$35.00 |
| Resident agent fee.....                              | \$35.00 |
| Certified copy of the Articles of Incorporation..... | \$52.50 |

Your usual prompt attention to this matter will be greatly appreciated.

Sincerely,

*Norman I. Segal*

Norman I. Segal

NIS/s  
Encl. (5)

FILED  
97 MAY -8 AM 11:30  
TALLAHASSEE, FLORIDA

700 5/19/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 13, 1997

NORMAN I. SEGAL, P.A.  
P.O. BOX 640367  
MIAMI, FL 33164-0367

SUBJECT: TED & SKIP'S AUTO PARTS, INC.  
Ref. Number: W97000010975

We have received your document for TED & SKIP'S AUTO PARTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 897A00025418

**ARTICLES OF INCORPORATION  
OF**

**EFFECTIVE DATE**  
5-5-97

**TED & SKIP'S AUTO PARTS, INC.**

We, the undersigned subscribers to these Articles of Incorporation, being legally competent to Incorporate, hereby associate ourselves to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

Ted & Skip's Auto Parts, Inc.

**ARTICLE II**

**DURATION OF THE CORPORATION**

The existence of this Corporation shall begin on May 5, 1997, and shall exist perpetually.

**ARTICLE III**

**PURPOSE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue a maximum aggregate of 10,000 shares of common stock, each with a par value of fifty cents (\$.50).

FILED  
97 MAY -8 AM 11:30  
SEAL NOTARY  
TALLAHASSEE, FLORIDA

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The initial street address of the principal office of this corporation is 3345 N.W. 79th Street, Miami, Florida 33174. The initial street address of the registered office of this corporation, in the State of Florida, is 3345 N.W. 79th Street, Miami, Florida 33174. The name of the initial registered agent of this Corporation at the registered office is Richard D. Batton

The Board of Directors may, from time to time, move the registered office or change the registered agent, to any other address in the State of Florida or to any other person, in the manner established by and consistent with the laws of the State of Florida

**ARTICLE VI**

**DIRECTORS**

This Corporation shall have one director, initially. The number of Directors may be increased or diminished, from time to time, by the by-laws adopted by the Stockholders.

**ARTICLE VII**

**INITIAL DIRECTOR**

The name and street address of the member of the first Board of Directors, of this corporation is:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                    |
|--------------------|--|
| Richard D. Batton  | 3345 N.W. 79th Street<br>Miami, FL 33147 |
| Brenda Batton      | 3345 N.W. 79th Street<br>Miami, FL 33147 |

**ARTICLE VIII**

**INCORPORATOR**

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

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                    |
|--------------------|--|
| Richard D. Batton  | 3345 N.W. 79th Street<br>Miami, FL 33147 |

Brenda Batton

3345 N.W. 79th Street  
Miami, FL 33147

#### ARTICLE IX

##### AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of Stockholders, which may be either the annual or special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by Stockholders shall not apply.

Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Stockholder of record, entitled to vote thereon, within the time and in the manner provided, in the by-laws, for the giving of notice of meetings of Stockholders. If the meeting is an annual meeting, the proposed amendments or such summary may be included in the notice of such annual meeting.

At such meeting a vote of the Stockholders entitled to vote thereon, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon, unless any class of stock is entitled to vote as a class, in which event the proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares of each class of stock entitled to vote thereon as a class, and the total shares entitled to vote thereon.

Any number of amendments may be submitted to the Stockholders, and voted upon by them, at one meeting.

If all of the Directors and all of the Stockholders of the Corporation, eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendments shall thereby be adopted as though the above requirements had been satisfied.

The Stockholders may amend the Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

#### ARTICLE X

#### FURTHER POWERS

In addition to the corporate powers enumerated in Florida Statutes (Chapter 607), this corporation shall have the further right and power to:

Determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them shall be open for the inspection of Stockholders; and no Stockholder shall have any right of inspecting any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the Stockholders or Board of Directors.

This Corporation may, in its by-laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have the power, if the by-laws so provide, to hold their respective meeting, and to have one or more Officers within or without the State of Florida, and to keep the books of this corporation, subject to the provisions of the statutes, outside of the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereinafter prescribed by statute, and all right conferred upon Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned being each and all the original subscribers to the capital stock hereinbefore named, for the purposes of forming a Corporation for Profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 5<sup>th</sup> day of May, 1997.

  
Richard D. Batton L.S.

  
Brenda Batton L.S.

STATE OF FLORIDA)

)SS

COUNTY OF DADE )

BE IT REMEMBERED, that on this 5 day of May, 1997, before me, personally came Richard D. Batton and Brenda Batton, to me known to be the persons, described as the subscribers, and who executed the foregoing Articles of Incorporation, and are ~~by~~ personally known to me or, [ ] have produced \_\_\_\_\_ and who [X] did take an oath, or [ ] did not take an oath.

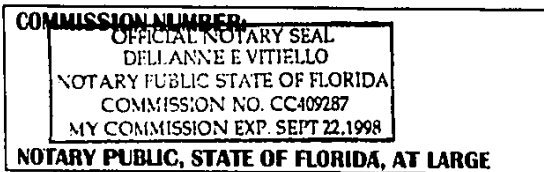
WITNESS my hand and official seal in the County and State last aforesaid this 5 day of May, A. D. 1997.

*Dellanne E Vitello*

SIGN

DELLANNE E VITIELLO

PRINT



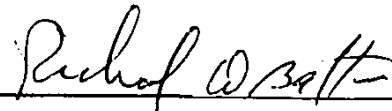
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Ted & Skip's Auto Parts, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the city of Miami, County of Dade, State of Florida, has named Richard D. Batton, located at 3345 N.W. 79th Street, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.



Resident Agent

FILED  
97 MAY -8 AM 11:30  
TALLAHASSEE FLORIDA