

LAW OFFICES

*Joseph N. Perlman*

Belcher Place

1101 Belcher Rd., Suite B  
Largo, FL 33771

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 27 AM 10:02

Telephone  
(813) 536-2711

Fax:  
(813) 536-2714

Joseph N. Perlman

Practice Limited to:  
Personal Injury Law  
Real Estate  
Business/Commercial Law  
Civil Litigation

\*Also Admitted in Ohio

Certified Circuit Court Mediator

P97000047272

May 19, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

400002191174--4  
-05/27/97--01049--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Accelasport Inc.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Joseph N. Perlman, Esquire

JNP/dw

Enclosure

ARTICLES OF INCORPORATION  
OF  
ACCELASPORT INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 AM 10:02

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME. The name of this corporation is  
**ACCELASPORT INC.**

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized to manufacture and distribute skate axle and lubrication system and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of

America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

26 Cypress Drive  
Palm Harbor, Florida 34684

The name and address of the Registered Agent of this Corporation is:

John W. Schmidt, III  
26 Cypress Drive  
Palm Harbor, Florida 34684

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) Director initially. The number of Director be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the

initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
John W. Schmidt, III	26 Cypress Drive Palm Harbor, Florida 34684

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

John W. Schmidt, III  
26 Cypress Drive  
Palm Harbor, Florida 34684

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 19 day of May, 1997.

  
JOHN W. SCHMIDT, III

STATE OF FLORIDA     )  
                              ) §  
COUNTY OF PINELLAS )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, JOHN W. SCHMIDT, III, personally appeared known to me to be the person who executed the foregoing Articles of ACCELASPORT INC., and he acknowledged

before me that he executed these Articles of Incorporation.

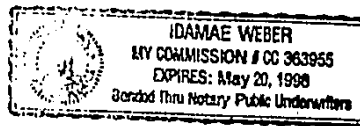
IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in Pinellas County, Florida, this 19 day of May,  
1997.

My Commission Expires:



Notary Public

Printed Notary Signature



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept  
service of process for ACCELASPORT INC.

John W. Schmidt III  
JOHN W. SCHMIDT, III

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 AM 10:02

STATE OF FLORIDA     )  
                              ) §  
COUNTY OF PINELLAS    )

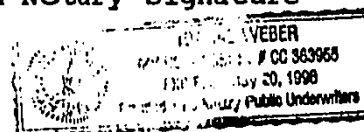
BEFORE ME, a Notary Public, authorized to take  
acknowledgements in the State and County set forth above personally  
appeared, JOHN SCHMIDT, known to me to be the person who  
executed the foregoing Acceptance of Designation as Registered  
Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in Pinellas County, Florida, this 19 day of May,  
1997.

My Commission Expires:

Idamae Weber  
Notary Public

Printed Notary Signature



P97000047273

Anthony J. Ayton  
Requestor's Name

327 Desoto Circle  
Address

Orlando 71 32804  
City/State/Zip Phone #

500002192055--3

-05/27/97--01133--004

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<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

FILED  
STATE  
RECORDS

**ARTICLES OF INCORPORATION OF**

**ANTHONY JOSEPH AYTON, INC.**

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

**ARTICLE ONE**

The name of this corporation shall be:

**ANTHONY JOSEPH AYTON, INC.**

**ARTICLE TWO**

The purpose for which this corporation is formed is to engage in management consulting. In addition to the above mentioned purpose, the corporation shall have the power to engage in any other business or activity permitted under the laws of the United States and the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which this corporation shall have outstanding at any one time shall be 500 shares of common stock with \$ 1.00 par value. The consideration to be paid for each share of stock shall be \$ 1.00 in money, property or services, or as fixed by the Board of Directors. The proceeds of the stock subscribed for shall be the amount necessary to begin the business of the corporation at the time the stock certificates are issued and the corporation otherwise activated.

**ARTICLE FOUR**

The amount of capital with which this corporation shall begin business is: \$ 500.00.

**ARTICLE FIVE**

This corporation shall have perpetual existence.



## ARTICLE SIX

The principal office of this corporation is located at:

327 DESOTO CIRCLE  
ORLANDO, FL 32804

The Board of Directors shall have the power to establish branch offices and places of business of this corporation at any place in the State of Florida, or any state, territory or district of the United States, or in any foreign country, as they deem necessary for the best interests of the corporation. Pursuant to Florida Statutes, the following person is designated as the Registered Agent to accept service of process on behalf of the corporation:

ANTHONY J. AYTON

The following address is designated as the registered office for this corporation:

327 DESOTO CIRCLE  
ORLANDO, FL 32804

The Registered Agent, by his signature below, hereby affirms that he is familiar with the duties and responsibilities of the Registered Agent, and accepts such duties and responsibilities hereby.

## ARTICLE SEVEN

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value thereof are as follows:

ANTHONY J. AYTON	500 shares	\$500.00
327 DESOTO CIRCLE		
ORLANDO, FL 32804		

## ARTICLE EIGHT

There shall be one Director initially. The name and post office addresses of the first officers and Directors of the corporation, who shall hold office for the first year of the corporations existence or until their successors have been elected and qualified are as follows:

President/Secretary	ANTHONY J. AYTON 327 DESOTO CIRCLE ORLANDO, FL 32804
Director/Treasurer	ANTHONY J. AYTON 327 DESOTO CIRCLE ORLANDO, FL 32804

**ARTICLE NINE**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed in Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE TEN**

All of the subscribers to these Articles of Incorporation are over the age of 18 years, are sui juris and citizens of the United states of America. Stock certificates issued by this corporation shall not be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the President and attested by the Secretary, who shall affix the corporate seal thereon.

**ARTICLE ELEVEN**

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation and this corporation shall have all of the rights and powers that are expressly stated under Florida Statutes and Laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this  
10th day of April, 1997.

Anthony J. Aytton  
SUBSCRIBER

Anthony J. Aytton  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY:

The foregoing instrument was acknowledged before me this 10th day of April, 1997, by ANTHONY J. AYTON, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Susan W. Schumm CC276355  
NOTARY PUBLIC (serial number)



Notary Public, State of Florida  
SUSAN W. SCHUMM  
My Comm. Exp. May 31, 1997  
Comm. No. CC 276355

0970000 47274



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 406923 145869A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : May 28, 1997

ORDER TIME : 12:42 PM

ORDER NO. : 406923-005

CUSTOMER NO: 145869A

200002198862--2

CUSTOMER: Laurence H. Bartlett, Esq  
LAURENCE H. BARTLETT, P.A.

P. O. Box 1982

Daytona Beach, FL 32115

DOMESTIC FILING

NAME: ANDRE'S AUTOMOTIVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
MAY 29 1997  
FALLS CHURCH, VIRGINIA

RECEIVED  
MAY 28 1997  
MAY 27 1997

MAY 29 1997

5

ARTICLES OF INCORPORATION  
OF  
ANDRE'S AUTOMOTIVE, INC.

FILED  
JUN 23 AM 9:39  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

ANDRE'S AUTOMOTIVE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is as follows:

A. To engage in the business of automotive repair business, and various other ventures; and to exercise generally such powers as may be incidental to or convenient for the purposes and business of this corporation.

B. To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of specific powers and purposes shall not be held to limit or restrict in any manner the business of the corporation.

### ARTICLE III

#### Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock. Each share shall have a par value of \$.01 per share.

### ARTICLE IV

#### Term of Existence

This corporation is to exist perpetually.

### ARTICLE V

#### Address

The initial street address of the principal office of this corporation in the State of Florida is 295 Wilmette Avenue, Ormond Beach, Florida 32174. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### ARTICLE VI

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time, by By Laws adopted by the stockholder.

### ARTICLE VII

The name and street address of the director of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Andre D. Diefendorf	295 Wilmette Avenue Ormond Beach, FL 32174

ARTICLE VIII

The name and street address of the incorporator of these Articles of Incorporation is: Andre D. Diefendorf, 295 Wilmette Avenue, Ormond Beach, FL 32174.

ARTICLE IX

Resident Agent

This corporation hereby names Laurence H. Bartlett, 125 North Ridgewood Avenue, Daytona Beach, Florida, as its agent to accept service of process within the State and designates said address as the place of business of the corporation for service of process.

IN WITNESS WHEREOF, the undersigned incorporator, who is a natural person who is competent to contract under the laws of the State of Florida, by these presents do hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

ANDRE'S AUTOMOTIVE, INC.

and they request that the Department of State file these Articles of Incorporation as of the date and time indicated in Article Two hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporator does hereby set his hand and seal at Daytona Beach, Volusia County, Florida this 23<sup>rd</sup> day of May, 1997.

  
\_\_\_\_\_  
ANDRE D. DIEFENDORF, INCORPORATOR

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

  
LAURENCE H. BARTLETT  
Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

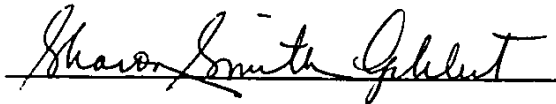
The foregoing Articles of Incorporation of

ANDRE'S AUTOMOTIVE, INC.

were acknowledged before me by ANDRE D. DIEFENDORF this 23rd  
day of May, 1997, identification: Florida D/L # D153-004-64-262-0.



"OFFICIAL SEAL"  
Sharon Smith Gehlert  
My Commission Expires 8/1/99  
Commission #CC 483087

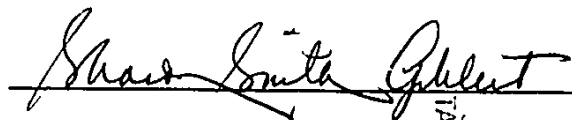
  
Notary Public - State of Florida  
My commission expires:

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of LAURENCE H. BARTLETT was acknowledged before me by LAURENCE H. BARTLETT, this 23rd day of May, 1997, personally known by me.



"OFFICIAL SEAL"  
Sharon Smith Gehlert  
My Commission Expires 8/1/99  
Commission #CC 483087

  
Notary Public - State of Florida  
My commission expires:

NOTARY PUBLIC  
STATE OF FLORIDA

MAY 23 AM 9:39

P97000047275



ACCOUNT NO. : 072100000032

REFERENCE : 406988 9575A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1997

ORDER TIME : 1:01 PM

ORDER NO. : 406988-005

CUSTOMER NO: 9575A

300002193963--9

CUSTOMER: C. Ted French, Esq.  
DICKINSON & GIBBONS, P A

1750 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: DAVID PEARSON DESIGN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

3

MAY 29 1997

RECEIVED  
97 MAY 28 PM 3:27  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
DAVID PEARSON DESIGN, INC.

FILED IN 1965  
ALLIANCE OF FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: David Pearson Design, Inc., 511 Virginia Drive, Orlando, Florida 32803.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 511 Virginia Drive, Orlando, Florida 32803, and the name of its initial Registered Agent at that address is David Pearson.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

David Pearson, 511 Virginia Drive, Orlando, Florida 32803.

Article 7. Incorporators. The name and address of the Incorporator is as follows:

David Pearson, 511 Virginia Drive, Orlando, Florida 32803.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

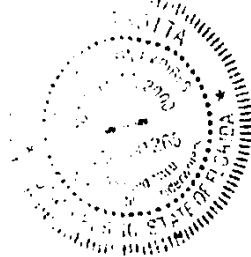
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 12th day of May, 1997.

  
\_\_\_\_\_  
DAVID PEARSON

STATE OF FLORIDA                    )  
  : SS.  
COUNTY OF ORANGE                )

Before me personally appeared DAVID PEARSON, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 12th day of May, 1997.



  
\_\_\_\_\_  
Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of David Pearson Design, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 12th day of May, 1997.

  
\_\_\_\_\_  
David Pearson  
Registered Agent

TALLAHASSEE  
FLORIDA  
5-13-97

P97000047276

THOMAS E. PEASE, P.A.  
Certified Public Accountant

May 21, 1997

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

300002132053--0  
-05/27/97-01133-003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Don Price Yacht Sales, Inc.

Enclosed are articles of incorporation for the above entity and a check for \$122.50.  
Please return one copy of the articles of incorporation with your stamp. Your attention will be greatly appreciated.

Yours truly,



Thomas E. Pease  
Certified Public Accountant

enc.  
TEP:nsf

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

6/5/97

FILED  
SECRETARY OF STATE  
TAMPA, FLORIDA

## ARTICLES OF INCORPORATION

of Don Price Yacht Sales, Inc.  
a **CORPORATION FOR PROFIT** formed under the Florida General Corporation Act.

Article 1: Name of the Corporation Don Price Yacht Sales, Inc.  
Address of the Corporation 5000 Gandy Blvd.  
Tampa, FL 33611

Article 2: **DURATIONS:** Term of existence of the corporation is perpetual.

Article 3: **PURPOSE:** The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the United States and the State of Florida.

Article 4: **CAPITAL STOCK:** The number of shares which the corporation has authorized to be outstanding at any one time is 500  
**PAR VALUE** \$1.00 (Information about Par Value is not required but may be included).

Article 5: **REGISTERED OFFICE:** The street address of the initial registered office of the corporation shall be:

29605 US Highway 19 North, Suite 130 Clearwater, FL 34621

and the name of the initial registered agent at such address is: Thomas E. Pease

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation Thomas E. Pease Date 5/15/97  
Signature of Registered Agent

Article 6: The Board of directors are as follows:

The name and address of the Initial Director:

1. Donald Price, 5000 Gandy Blvd., Tampa, FL 33611

Article 7: The name and address of the incorporator are:

1. Donald Price, 5000 Gandy Blvd. Tampa, FL 33611

In witness whereof I have subscribed my name

Donald Price

Donald Price

STATE OF FLORIDA

COUNTY OF Hillsborough

Before me, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Donald Price, known to me and known by me to be the person who executed the foregoing Articles of Incorporation or who has produced PERSONALLY KNOWN as identification and who did take an oath and he acknowledged before me that he executed those Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20<sup>th</sup> day of MAY, 1997



Collen P. Lucadamo