

DAVID S. GLICKEN, P.A.

ATTORNEY AND COUNSELOR AT LAW

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May 29, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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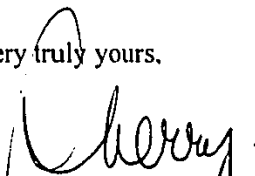
RE: Article of Incorporation - Chapman Demolition, Inc.

Dear Sir/Madam:

As it pertains to the above-referenced matter, please find enclosed the Articles of Incorporation and our check in the amount of \$122.50 for a certified copy of said Articles. I have also enclosed a self-addressed stamped envelope for the return of the certified copy.

Should you have any questions regarding the enclosed, please do not hesitate in telephoning our office.

Very truly yours,


Sherry G. Slaughter, Legal Assistant
for DAVID S. GLICKEN, ESQUIRE

Enclosures

/sgs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -5 AM 10:18

 6/6/97

ARTICLES OF INCORPORATION
OF
CHAPMAN DEMOLITION, INC..

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -5 PM 10:18

We the undersigned hereby files these Articles of Incorporation pursuant to Florida Statute 607, and would state as follows:

ARTICLE I - NAME

The name of the corporation is: **CHAPMAN DEMOLITION, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of this corporation shall be 3500 Aloma Avenue, Suite D24A, Winter Park, Florida 32792. The mailing address of this corporation shall be Post Office Box 2177, Goldenrod, Florida 32853.

ARTICLE III - PURPOSE

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, to-wit: the sale, installation and service of automobile accessories.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by a majority vote of the members. This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by majority vote of the members, but shall never be less than one (1). The names and addresses of the Initial Directors are: Edwin L. Chapman, Jr., 4804 Amsbury Court, Orlando, Florida 32817 and David A. Hill, 11310 South Orange Blossom Trail, Orlando, Florida 32837.

ARTICLE V - SHARES AND POWERS OF SHAREHOLDERS

The corporation may issue one hundred (100) **Common** Shares. Holders of the Common Shares are entitled to have the primary voice in selecting directors. One Share is the equivalent of one vote. Edwin L. Chapman, Jr., President, with Fifty-One (51) Shares and David A. Hill, Secretary/Treasurer with Forty-Nine (49) Shares. They are entitled to share in the profits, and in a final distribution of the corporate assets on dissolution. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 112-114 East Concord Street, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is David S. Glicken, P.A..

ARTICLE VII - INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation are Edwin L. Chapman, 4804 Amsbury Court, Orlando, Florida 32817, and David A. Hill, 11310 South Orange Blossom Trail, Orlando, Florida 32837.

ARTICLE VIII - INITIAL OFFICERS

The names and addresses of the initial officers shall be Edwin L. Chapman, Jr., 4804 Amsbury Court, Orlando, Florida 32817 as President, and David A. Hill, 11310 South Orange Blossom Trail, Orlando, Florida 32837 as the Secretary/Treasurer.

ARTICLE IX - BY-LAWS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this revision upon notice.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 19th day of May, 1997.

Sherry G Slaughter

Caterina Thomas

Ed L Chapman, Jr.

EDWIN L. CHAPMAN, JR.

David Hill

DAVID S. HILL

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, EDWIN L. CHAPMAN, JR., who produced _____ as identification or is personally known to me, who, after taking an oath, deposes and states that he is the person named in the foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of his knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

SWORN and SUBSCRIBED to before me this 19th day of May, 1997.

Sherry G Slaughter
Notary Public, State of Florida at Large

My Commission Expires:



Sherry G Slaughter
My Commission CC688041
Expires Sep. 24, 2000

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, DAVID A. HILL, who produced 4400-161-60-124-0 as identification or is personally known to me, who, after taking an oath, deposes and states that he is the person named in the foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of his knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

SWORN and SUBSCRIBED to before me this 19th day of May, 1997.

Sherry G Slaughter
Notary Public, State of Florida at Large
My Commission Expires:



Sherry G Slaughter
My Commission CC688041
Expires Sep. 24, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions or sections of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **CHAPMAN DEMOLITION, INC.**
2. The name and address of the registered agent and office is:

David S. Glicken, P.A.
112-114 East Concord Street
Orlando, Florida 32801

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OR MY POSITION AS REGISTERED AGENT.



DAVID S. GLICKEN, ESQUIRE

5/11/97
DATE

STATE OF FLORIDA)
COUNTY OF Orange)

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, DAVID S. GLICKEN, ESQUIRE, who produced _____ as identification or is personally known to me, who, after taking an oath, deposes and states that he is the person named above, and that he has read same over carefully, completely and thoroughly, and that to the best of his knowledge, all of the matters, facts and statements set forth therein are all true, accurate and correct.

SWORN and SUBSCRIBED to before me this 19th day of May, 1997



Sherry G Slaughter
My Commission CC588041
Expires Sep. 24, 2000



Notary-Public State of Florida at Large

FILED
SECRETARY OF STATE
OFFICE OF REGISTRATIONS
97 JUN 11 10:00 AM