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538 EAST WASHINGTON STREET  
ORLANDO, FLORIDA 32801-1996  
(407) 425-1606

June 12, 1997

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

Re: Dealer Direct Auto Upholstery  
and Glass Supplies, Inc.

Dear Sir or Madam:

Enclosed please find an original and photocopy of Articles of Incorporation for the above-named corporation for filing with your office. I am also enclosing a check in the amount of \$122.50 for the filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions, please contact our office.

Sincerely,

*Catherine Braungart*

Catherine Braungart  
Legal Assistant to Firm

/cb

Enclosures

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JN 6-26-97

FILED  
97 JUN 26 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 18, 1997

CATHERINE BRAUNGART  
538 EAST WASHINGTON ST.  
ORLANDO, FL 32801-1996

**SUBJECT: DEALER DIRECT AUTO UPHOLSTERY AND GLASS SUPPLIES,  
INC.**  
Ref. Number: W97000014243

We have received your document for DEALER DIRECT AUTO UPHOLSTERY AND GLASS SUPPLIES, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 797A00032511

**ARTICLES OF INCORPORATION**  
**OF**  
**DEALER DIRECT AUTO UPHOLSTERY**  
**AND GLASS SUPPLIES, INC.**

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**ARTICLE I. CORPORATE NAME**

The name of this Corporation is DEALER DIRECT AUTO UPHOLSTERY AND GLASS SUPPLIES, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERMS**

This Corporation shall exist perpetually.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Beth S. Schick  
538 E. Washington Street  
Orlando, Florida 32801

The Corporation's principle address and mailing address is 1601 Westchester Avenue, Winter Park, Florida 32789. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS**

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

#### **ARTICLE VII. INITIAL DIRECTORS**

The name of the initial director of this Corporation and his street address is:

Robert Preston Cole  
1601 Westchester Avenue  
Winter Park, Florida 32789

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Robert Preston Cole  
1601 Westchester Avenue  
Winter Park, Florida 32789

#### **ARTICLE IX. 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 by them to the stockholders and approved at a stockholder's meeting by at least a two-third (2/3) 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 X. RESTRICTIONS**

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

#### ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

| <u>OFFICE</u>                      | <u>NAME</u>         |
|------------------------------------|---------------------|
| President, Secretary,<br>Treasurer | Robert Preston Cole |

#### ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

#### ARTICLES XIII. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on June 7, 1997.

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared Robert Preston Cole to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on June 7, 1997.



Angela G Robinson  
My Commission CC602848  
Expires November 20, 2000

*Angela G Robinson*  
Notary Public  
My Commission Expires:  
Print: \_\_\_\_\_  
Commission # \_\_\_\_\_

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, 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: DEALER DIRECT AUTO  
UPHOLSTERY AND GLASS SUPPLIES, INC.

2. The name and address of the registered agent and office is:

BETH S. SCHICK  
(Name)  
538 E. WASHINGTON STREET  
(P.O. Box NOT acceptable)  
ORLANDO, FL 32801  
(City/State/Zip)

*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 of my position as registered agent.*

SIGNATURE Beth S. Schick

DATE 6/20/97

FILED  
97 JUN 26 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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