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FRANK C. DECKER, P.A. FILED

ATTORNEY AT LAW
5515 PHILLIPS HIGHWAY
JACKSONVILLE, FLORIDA 32207

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PHONE (904) 730-3009
FAX (904) 737-1693

FRANK C. DECKER

MAILING ADDRESS:
POST OFFICE BOX 5488
JACKSONVILLE, FL 32247

August 24, 1997

BY DELIVERY

FLORIDA DEPT. OF STATE
Division of Corporations
Tallahassee, Florida

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RE:

FILING OF NEW ARTICLES OF INCORPORATION FOR
"FIRST COAST VEHICLE & PARTS EXPORTERS, INC."

My agent, Stephen D. Walsh, Esq., hands your herewith the original and a copy of the articles of incorporation of the above named corporation with my check for your statutory fees and charges. Please give him the certified copy of these articles.

FCD:a
Encls.


FRANK C. DECKER

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97 AUG 26 PM 1:16
FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH
8/26/97

ARTICLES OF INCORPORATION
OF
FIRST COAST VEHICLE & PARTS EXPORTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, WILLIAM J. DANAHER, adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of Florida.

ARTICLE I
NAME

The name of this corporation is

FIRST COAST VEHICLE & PARTS EXPORTERS, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of

Florida and all other states, territories and jurisdictions of the United States.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred shares of common capital stock having a par value of one dollar per share.

ARTICLE V
INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office and initial Registered office of this corporation is:

3622 SOUTH OCEAN DRIVE
JACKSONVILLE BEACH, 32250

and the name of the initial Registered Agent of the corporation at that address is:
WILLIAM J. DANAHER.

ARTICLE VI
DIRECTORS

This corporation shall initially have one Director. The number of Directors may be increased or decreased from time to time by the bylaws, but shall never be less than one; however, the number of Directors elected at any election shall always be deemed the lawful number of Directors which this corporation is permitted or required to have any the time regardless of any number required or provided by the bylaws (however if the election is held to fill a vacancy or vacancies the director or directors then in office shall remain). The name and address of the first Director is:

**WILLIAM J. DANAHER
3622 SOUTH OCEAN DRIVE
JACKSONVILLE BEACH, FLORIDA 32250**

A Board of Directors having only one Director may take any action which a Board of Directors could take which has more than one Director.

**ARTICLE VII
INCORPORATORS**

The name and street address of the Incorporator of this corporation is:

**WILLIAM J. DANAHER
3622 SOUTH OCEAN DRIVE
JACKSONVILLE BEACH, FLORIDA 32250**

**ARTICLE VIII
FIRST OFFICERS**

The initial officers of this corporation are:

**WILLIAM J. DANAHER
3622 SOUTH OCEAN DRIVE
JACKSONVILLE BEACH, FLORIDA 32250,**

PRESIDENT, SECRETARY and TREASURER

who shall hold said offices until his successors have been duly elected or appointed. The officers above named are authorized to sign and issue appropriate stock certificates or letters or other documents evidencing the shares of stock of this corporation and the persons or entities entitled to same.

**ARTICLE IX
BYLAWS**

The initial bylaws of this corporation shall be adopted by the Board of

Directors. Bylaws may be adopted, amended or repealed in any manner provided by the law of Florida or the bylaws by either the shareholders or the Board of Directors. However, bylaws adopted by the shareholders may not be amended or repealed by the Board of Directors

ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK

The shareholders may by shareholder agreement impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they wish. The same may also be done by provisions in the bylaws.

ARTICLE XI
DIRECTORS' COMPENSATION

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII
INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, Officers, Employees and Agents of the corporation to the full extent permitted by law.

ARTICLE XIII
SHARES WITHOUT CERTIFICATES

The Board of Directors may authorize the issuance of some or all of the shares of any or all classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626(1) and (2), Florida Statutes, as the same now exists and may exist from time to time.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of
Incorporation at Jacksonville, Duval County, Florida, this 25th day of AUGUST,
1997.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WILLIAM J. DANAHER, Incorporator

Having been named to accept service of process for the above stated
corporation at the place designated in the above Articles of Incorporation, I hereby
agree to act in this capacity and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties. I, as
Registered Agent, am familiar with and I accept the obligations of that position.

DATE: AUGUST 25, 1997.


WILLIAM J. DANAHER, Registered
Agent.