

PAUL C. SCHERER  
ATTORNEY AT LAW

2950 FIFTH AVENUE NORTH  
ST. PETERSBURG, FLORIDA 33713

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September 29, 1997

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-09/30/97--01042--003  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Keep It Simple, Inc.

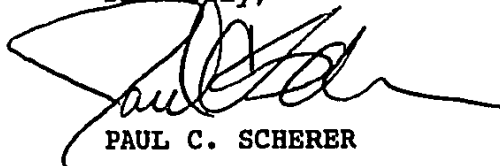
Dear Sir/Madam:

Please find enclosed for filing the original Articles of Incorporation along with two(2) copies of same.

I have enclosed a check in the amount of \$122.50 to cover the filing fee for this service.

Thank you for your time and attention in this matter.

Sincerely,

  
PAUL C. SCHERER

PCS/hmr  
Enclosures

FILED  
97 SEP 30 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
10-1-97

Called 10-2-97 - Hele  
2950 5 Ave N  
St. Petersburg, FL 33713  
Add the principal office

ARTICLES OF INCORPORATION

OF

KEEP IT SIMPLE, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be **KEEP IT SIMPLE, INC.**  
The principal office is 2950 5th Avenue North, St. Petersburg, Florida 33713.

ARTICLE II: TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III: NATURE OF BUSINESS

The general purposes for which the corporation is organized is for the purpose of automobile repair and any legal purpose under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 2,000 shares.

The shares shall be of a single class and have a par value of One Dollar(\$1.00).

ARTICLE V: ADDRESS

The street address of the initial registered office of the organization is 2950 Fifth Avenue North, St. Petersburg, Florida 33713 and the name of its registered agent is **PAUL C. SCHERER.**

ARTICLE IV: DIRECTOR

The number of directors constituting the initial Board of

Directors of the corporation is one(1).

The name and address of each person who is to serve as a member of the initial Board of Directors is:

| <u>NAME</u> | <u>ADDRESS</u>                                      |
|-------------|---|
| ALLYN AYERS | 2950 Fifth Avenue North<br>St. Petersburg, FL 33713 |

ARTICLE VII: INCORPORATOR

The name and address of each Incorporator is:

| <u>NAME</u> | <u>ADDRESS</u>                                      |
|-------------|---|
| ALLYN AYERS | 2950 Fifth Avenue North<br>St. Petersburg, FL 33713 |

ARTICLE VIII: PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any Stock of any class that the corporation may issue for sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof or;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instrument or

instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX:

DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him as such liability under the provisions of these Articles, or under law.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten(10) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE XI: STOCK TRANSFERS

CORPORATION'S RIGHT OF A FIRST REFUSAL

No stockholder of any class shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty(30) days from the date of mailing. If the corporation fails or refuses within such period to

make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to this death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each shares certificate issued by the corporation shall have printed or stamped thereon, the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE XI: VENUE

Any dispute among or between any shareholders of directors pertaining to operation of the Corporation shall be in the Circuit Court in and for Pinellas County, Florida.

Executed by the undersigned, this 29th day of September, 1997.

  
\_\_\_\_\_  
ALLYN AYERS

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take

acknowledgments, ALLYN AYERS, to me well known to be the person described in and who executed the foregoing instrument, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Sd. Petersburg  
Florida, this 29 day of September, 1997.

Helen M. Riede  
Notary Public

SEAL:



HELEN M RIEDE  
My Commission CC416521  
Expires Oct. 28, 1998  
Bonded by HAI  
800-422-1555

FILED

97 SEP 30 AM 11:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

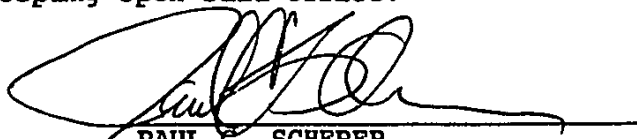
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That KEEP IT SIMPLE, 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 St. Petersburg, County of Pinellas, State of Florida, has named PAUL C. SCHERER, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept relative to keeping open said Office.

  
PAUL C. SCHERER  
RESIDENT AGENT