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**CASS & GRAHAM**

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

112 SOUTH MAGNOLIA AVENUE  
TAMPA, FLORIDA 33606

(813) 253-2992  
FAX (813) 253-2284

October 8, 1997

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

**EFFECTIVE DATE**

10-8-97

Greetings:

Please file Articles of Incorporation for D&F AUTOMOTIVE CONSULTANTS, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
D&F AUTOMOTIVE CONSULTANTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
10-8-97

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of this corporation is D&F AUTOMOTIVE CONSULTANTS, INC.

**ARTICLE II ADDRESS**

The corporation's address is 1261 Timeridge Loop North, Lakeland, Florida 33809.

**ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation's existence will commence October 8, 1997; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

**ARTICLE IV BUSINESS AND POWERS**

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

**ARTICLE V AUTHORIZED SHARES**

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

**ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation 112 South Magnolia Avenue, Tampa, Florida and the initial registered agent at that same address is Andrew L. Graham.

**ARTICLE VII INITIAL DIRECTORS**

The following individuals will be the initial directors of the corporation:

Douglas M. O'Hearn  
Glenda F. O'Hearn

The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their earlier resignation, or their removal from office by the shareholders of the corporation at any time with or without cause.

**ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is Andrew L. Graham, 112 South Magnolia Avenue, Tampa, Florida 33606.

The undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup>  
day of October, 1992.

  
\_\_\_\_\_  
Andrew L. Graham, Incorporator

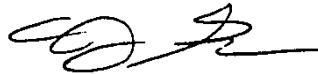
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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is D&F AUTOMOTIVE CONSULTANTS, INC.
2. The name and address of the registered agent is:

Andrew L. Graham  
112 South Magnolia Avenue  
Tampa, Florida 33606



\_\_\_\_\_  
Andrew L. Graham

Date: 10/8/97