



P97000096286

ACCOUNT NO. : 072100000032

REFERENCE : 594964 81067A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 10, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 594964-010

CUSTOMER NO: 81067A

CUSTOMER: Ms. Janet M. Erickson  
GEORGE P. LANGFORD, ESQ

3357 Tamiami Trail, North

Naples, FL 33940

200002342562--0  
-11/10/97--01087--012  
\*\*\*\*105.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: PANTHER ENGINE AND  
TRANSMISSION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

File  
2nd

RECEIVED  
97 NOV 10 AM 11:35  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
FILED  
97 NOV 10 PM 3:00  
SECRETARY OF STATE

~~11-10-97~~  
11-10-97  
WJS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 10, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: PANTHER ENGINE AND TRANSMISSION, INC.  
Ref. Number: W97000025483

We have received your document for PANTHER ENGINE AND TRANSMISSION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 797A00054215

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
97 NOV 12 AM 8:26  
TALLAHASSEE, FL 32301

**FILED**

97 NOV 10 PM 3:00

**ARTICLES OF INCORPORATION  
OF  
PANTHER ENGINE AND TRANSMISSION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does (do) hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does (do) hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

**ARTICLE I**

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

**ARTICLE II**

The name of the corporation shall be: **PANTHER ENGINE AND TRANSMISSION, INC.**

**ARTICLE III**

The authorized capital stock of this corporation is **1,000** shares, with a no par value.

#### ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

#### ARTICLE V

The corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

#### ARTICLE VI

The principal place of business of this corporation shall be: 2372 Linwood Avenue, Naples, Florida 34112.

#### ARTICLE VII

The business of the corporation shall be managed and conducted by either the stockholders or a Board of Directors of not less than (2) nor more than (5) members as from time to time are determined by the stockholders holding a minimum of seventy-five (75%) percent of the issued stock, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of (2) directors, and the name and address of each initial director is as follows: ROBERT B. TAGGART, 2094 Arbour Walk Circle, Apt. 3024, Naples, Florida 34109, and DONALD D. MELJAC, 7320 Glenmor Lane, No. 200, Naples, Florida 34104.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is: 2372 Linwood Avenue, Naples, Florida 34112, and the name and address of the initial registered agent of this corporation is ROBERT B. TAGGART, 2372 Linwood Avenue, Naples, Florida 34112.

#### ARTICLE IX

The names and addresses of the persons forming this corporation are ROBERT B. TAGGART, 2094 Arbour Walk Circle, Apt. 3024, Naples, Florida 34109 and DONALD D. MELJAC, 7320 Glenmor Lane, No. 200, Naples, Florida 34104.

#### ARTICLE X

The annual meeting of the stockholders shall be held at the office of the corporation on the last day of April of each and every year. The executive officers of this corporation shall be a President, Secretary, and Treasurer, and at the option of the directors, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be

elected by the stockholders at each annual meeting as aforesaid. The directors shall have the power to fill any vacancy in any office.

## ARTICLE XI

The first meeting of the incorporator, directors and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

## ARTICLE XII

This corporation is being formed in connection with the sale of assets by a separate corporation previously known as 'PANTHER ENGINE AND TRANSMISSION, INC., a Florida corporation pursuant to a contract for sale and purchase dated the 7th day of November, 1997 and between PANTHER ENGINE AND TRANSMISSION, INC., a Florida corporation, Seller, ROBERT B. TAGGART, Buyer, and DONALD D. MELJAC, sole stockholder of PANTHER ENGINE AND TRANSMISSION, INC. (Purchase Agreement). The corporation, through its directors and corporate officers shall take all action reasonably required to implement and fully carry out the terms and intent of such agreement. Notwithstanding any provisions of these Articles of Incorporation, the corporate by-laws and all other corporate documents, ROBERT B. TAGGART, so long as he owns fifty (50%) percent of the issued stock of the corporation, shall have full and complete power on behalf of the corporation to implement the terms of such Purchase Agreement and is granted the authority to execute all contracts and documents on behalf of the corporation and take all action, including legal action, to implement and carry out such purposes.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 7th day of November, 1997.

  
ROBERT B. TAGGART, Incorporator

  
DONALD D. MELJAC, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

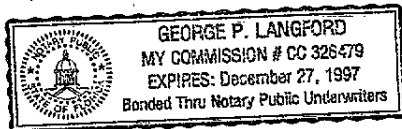
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROBERT B. TAGGART and DONALD D. MELJAC, to me known to be the persons described in and who executed the foregoing Articles of

**Incorporation, and they acknowledged before me that they executed the same.**

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier  
this 7th day of November, 1997.

My Commission Expires:

(SEAL)



  
Notary Public

GEORGE P. LANGFORD  
(Printed Name of Notary)

**CERTIFICATE OF PLACE OF BUSINESS  
AND DESIGNATION OF RESIDENT AGENT OF  
PANTHER ENGINE AND TRANSMISSION, INC.**

**FILED**

**97 NOV 10 PM 3:00**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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

That **PANTHER ENGINE AND TRANSMISSION, INC.**, desiring to organize under the laws of the **State of Florida**, with its principal place of business as indicated in the Articles of Incorporation located in **Naples, County of Collier, State of Florida**, has named **ROBERT B. TAGGART**, whose address is **2372 Linwood Avenue, Naples, Florida 34112**, as its agent to accept service of process in this State, and designates said address as the Registered Office.

Date: 11/7/97

  
**DONALD D. MELJAC, Incorporator**

  
**ROBERT B. TAGGART, Incorporator**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

  
**ROBERT B. TAGGART,  
Registered Agent**