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December 31, 1997

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

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To Whom It May Concern:

Please find enclosed the Articles of Incorporation for Florida Engel Enterprises, Inc., along with a check payable to the Secretary of State for One Hundred Twenty Two Dollars and Fifty Cents (\$ 122.50) to cover the cost of the filing.

Please return a copy of the filed document to the following address:

Vincent H. Conaway, CPA  
1830 Statz Avenue  
Eau Claire, WI 54703

Your cooperation in this matter is appreciated. Should you have any questions or concerns, please contact me at (715) 830-0287 or (715) 830-0289 (fax).

Sincerely,

*Vincent H. Conaway*  
Vincent H. Conaway, CPA

VHC/ekc  
Enclosures

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the Corporation is:

Florida Engel Enterprises, Inc.

Article II - Duration

The period of duration of the Corporation is perpetual.

Article III - Purpose

The purpose or purposes for which the Corporation is organized are as follows:

- 1) To provide automobile paint and body repair services
- 2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which, in the opinion of the directors of the Corporation, can be advantageously carried on in connection with or auxiliary to the foregoing business
- 3) To do everything necessary, proper, advisable, convenient for, or incidental to the accomplishment of the foregoing business

Article IV - Capital Stock

The aggregate number of shares of stock of the Corporation shall be Five Hundred (500) shares of common capital stock, with each common share having a Par Value of One (\$ 1.00) Dollar, for a total authorized capitalization of Five Hundred (\$ 500.00) Dollars. Each share of common stock shall be entitled to One (1) vote, and no other classes of stock are authorized. Shares of stock shall be issued and held of record by not more than Ten (10) natural persons.

## Article V - Stock Transfers

No shareholder 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 shareholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of Thirty (30) Days from the day of receipt of same by the Corporation. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares as he or she may see fit. It is the intention of this Article that if there is only one shareholder remaining in the Corporation that said shareholder shall have the right to own all the shares of the departing shareholders(s). If there should be more than one shareholder remaining with the Corporation, then it is the intention of this Article to provide the already existing shareholders with the right to purchase from a shareholder or or shareholders leaving the Corporation the shares of such shareholder(s) in proportion to the number of shares already held by the remaining shareholders, and further to vest in the remaining shareholders the same voting power and authority as such remaining shareholders had prior to the departure of any shareholder(s) whose relationship with the Corporation has terminated either voluntarily or through death.

Upon the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder, as provided herein, and on the terms set forth above. This provision shall be binding upon the executor, administrator, or personal representative of each deceased shareholder.

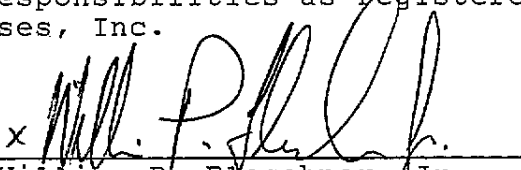
Each certificate of stock issued by the Corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation;"

## Article VI - Principal/Registered Office & Agent

The street address of the initial principal/registered office of the Corporation is 5712 Palm Drive, Ft. Pierce, FL 34982, and the name of the initial registered agent of the Corporation at such address is William P. Fleschner, Jr.

Article VI - Principal/Registered Office & Agent  
(continued)

I, William P. Fleschner, Jr. hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for Florida Engel Enterprises, Inc.

x   
William P. Fleschner, Jr.

Article VII - Initial Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is One (1). The number of directors may be changed from time to time by the By-laws, but shall never be less than One (1) or more than Five (5). The name and address of the initial director is as follows:

William P. Fleschner, Jr.  
5712 Palm Drive  
Ft. Pierce, FL 34982

Article VIII - Initial Officers/Incorporators

The name and address of the initial officer and incorporator is as follows:

William P. Fleschner, Jr.  
5712 Palm Drive  
Ft. Pierce, FL 34982

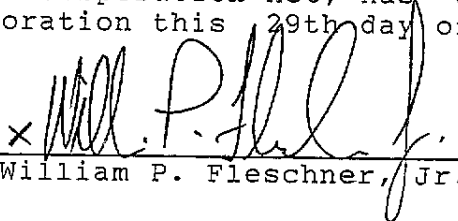
Article IX - Insurance/Indemnification

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against and incurred by said person in any such capacity, or arising out of said persons status as such. In addition, the Corporation shall indemnify any current or former director or officer, to the fullest extent permitted by law and the provisions of these Articles.

Article X - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

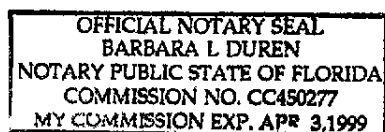
IN WITNESS WHEREOF, the undersigned incorporator of this Corporation, for purpose of forming this Corporation under the Florida General Corporation Act, has executed these Articles of Incorporation this 29th day of December, 1997.

x   
William P. Fleschner, Jr.

State of Florida  
County of St. Lucie

Before me, the undersigned authority, personally appeared William P. Fleschner, Jr., known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this 30th day of December, 1997.



  
Notary Public  
State of Florida at Large

My Commission Expires: 4-3-99

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TALLAHASSEE, FLORIDA

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