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April 6, 1998

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

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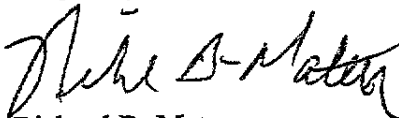
\*\*\*122.50 \*\*\*122.50

Re: ARTICLES OF INCORPORATION OF SEEMSTER MOTORS, INC.

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of Articles of Incorporation for SEEMSTER MOTORS, INC. Please file and return a file stamped copy to this office. Also enclosed, please find check No. 0549 in the amount of \$122.50 to cover your required fees.

Very truly yours,



Richard B. Mateer

RBM/mm  
Enclosures

FILED  
98 APR -8 AM 10:16  
SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 9 1998

**ARTICLES OF INCORPORATION**  
**OF**

**SEEMSTER MOTORS, INC.**

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

**ARTICLE I**

The name of this corporation is SEEMSTER MOTORS, INC.

**ARTICLE II**

The general power for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III**

The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

The street address of the corporation shall be 16064 S.W. 4th Avenue, B - 17/18, Delray Beach, Florida 33444. The name and address of the corporation's initial registered agent is Michael Scott Ageloff, 16064 S.W. 4th Avenue, B - 17/18, Delray Beach, Florida 33444.

#### ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director(s) is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Scott Ageloff	16064 S.W. 4th Ave., B - 17/18 Delray Beach, FL 33444

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meeting.

#### ARTICLE VI

The name and address of the incorporator is Michael Scott Ageloff, 16064 S.W. 4th Avenue, B - 17/18, Delray Beach, Florida 33444

#### ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless provided in the By-Laws.

#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Dated this 3 day of April, 1998.



Michael Scott Ageloff, Incorporator

STATE OF FLORIDA }

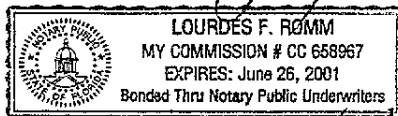
COUNTY OF PALM BEACH }

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I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgment, personally appeared Michael Scott Ageloff, to me known to be the person described in and who executed the foregoing Articles of Incorporation of Seemster Motors, Inc., and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 3 day of April, 1998.

  
NOTARY PUBLIC



My Commission Expires:

(seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That SEEMSTER MOTORS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 16064 S.W. 4th Avenue, Bay 17/18, Delray Beach, Florida 33444 has named Michael Scott Ageloff as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
**MICHAEL SCOTT AGELOFF**

**FILED**  
98 APR -8 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA