

# MACKEY & MACKEY, P.A.

## Attorneys at Law

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Board Certified in Business Litigation  
Also Admitted in New York

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P980000 43257  
May 8, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700002519177--9  
-05/11/98-01135-013  
\*\*\*122.50 \*\*\*122.50

ATTENTION: New Filings

Re: Certified Automotive Specialists, Inc.

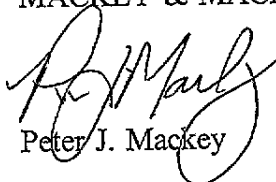
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the corporate name of Certified Automotive Specialists, Inc. We have also attached a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (813) 746-6225.

Sincerely,

MACKEY & MACKEY, P.A.

  
Peter J. Mackey

PJM/lam  
Enclosures

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
CERTIFIED AUTOMOTIVE SPECIALISTS, INC.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is Certified Automotive Specialists, Inc.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized are to engage in a general automotive repair business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a value of \$1.00 par value.

**Stated capital.** The sum of the value of all shares of Common Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 808 19th Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent at such address is Kelly M. Greer.

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## **ARTICLE VI**

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

## **ARTICLE VII**

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Kelly M. Greer	5121 18th St. W.	Bradenton, Florida 34207
William A. Gould	5121 18th St. W.	Bradenton, Florida 34207

## **ARTICLE VIII**

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

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Kelly M. Greer	5121 18th St. W.	Bradenton, Florida 34207

## **ARTICLE IX**

An affirmative vote of seventy percent (70%) of the outstanding shares of the corporation shall be required for any shareholder action.

## **ARTICLE X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than seventy percent (70%) vote of the common stock.

## **ARTICLE XI**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time, in addition to that stock (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the (authorized and issued) shares of common stock held by the holder of all shares of common stock currently (authorized and issued).

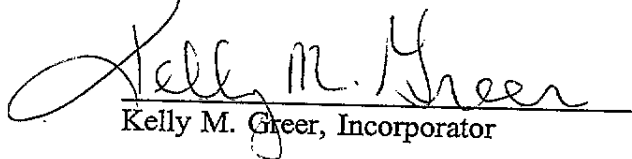
**ARTICLE XII**

The address of the principal office of the corporation is 808 19th Avenue West, Bradenton, Florida 34205.

**ARTICLE XIII**

The shareholders shall not be personally liable for the debts of the corporation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey & Mackey, P.A., 1402 Third Avenue West, Bradenton, Florida 34205, on the 8 day of May, 1998.

  
Kelly M. Greer, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: Certified Automotive Specialists.
2. The name and address of the registered agent and office is:

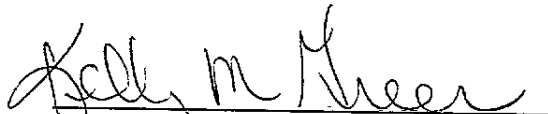
Name: Kelly M. Greer

Address: 808 19th Avenue West  
Bradenton, FL 34205

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: May 8, 1998

  
Kelly M. Greer