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FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-08/31/98--01115--006
*****70.00 *****70.00

Dear Sirs:

Enclosed are the Articles of Incorporation for **Clearwater Auto Electric, Inc.**

along with our check for the required fee in the amount of \$ 70.00. Please mail one certified copy of the Articles of Incorporation to;

Clearwater Auto Electric, Inc.
c/o Bob Allgood & Associates, Inc.
537 Douglas Ave. Suite 18
Dunedin, FL 34698

Respectfully,

Stephen S. Arcena
Clearwater Auto Electric, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLEARWATER AUTO ELECTRIC, INC.**

We the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the Laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be **Clearwater Auto Electric, Inc.**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is auto electric repair and any other activities or business permitted under the Laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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ARTICLE III
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock at \$5.00 par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars. (\$ 500.00).

ARTICLE V
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address, in this State, of the principal office of this corporation is: 1415 S. Greenwood Ave., Clearwater, FL 33756.

The corporation may, from time to time, move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
DIRECTORS

This corporation shall not have Directors, but will be managed by the Stockholders.

ARTICLE VIII
INITIAL OFFICERS

The name and street addresses of the officers of the corporation, who, subject to this Charter, by-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Stephen P. Pereira	10 S. Duncan Ave. Clearwater, FL 33755	President & Treasurer
Aga Bacchus	2282 Springflower Dr. Clearwater, FL 33763	Vice Pres.
Cindy G. Pereira	10 S. Duncan Ave. Clearwater, FL 33755	Secretary

ARTICLE IX SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>NAME & ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Aga Bacchus 2282 Springflower Drive Clearwater, FL 33763	Twenty	One Hundred and 00/100 Dollars (\$100)
Stephen P. Pereira 10 S. Duncan Ave. Clearwater, FL 33755	Eighty	Four Hundred and 00/100 Dollars (\$400)

ARTICLE X

DESIGNATION OF REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 10 S. Duncan Ave, Clearwater, FL 33755 and the registered agent shall be Stephen P. Pereira to accept service of process within this State until changed according to law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hand(s) and seal(s) this 27th day of August, 1998.

Stephen P. Pereira
Stephen P. Pereira

Aga Bacchus
Aga Bacchus

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

Stephen P. Pereira and Aga Bacchus

to me known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and State named above, this 27th day of August, 1998.

Lisa Ann Coppola
NOTARY PUBLIC

My Commission Expires



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for this Florida Corporation.

Stephen P. Pereira
Stephen P. Pereira

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Stephen P. Pereira

known to me to be the person who executed the forgoing Acceptance of Designation as Registered Agent, and acknowledged before me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 27th day of August, 1998.

Lisa Ann Coppola
NOTARY PUBLIC

My Commission Expires:

