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Gary Rhodes
2405 Coolidge Road
Fort Pierce, FL 34945

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 AM 10:06

October 16, 1998

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

Gentlemen,

Enclosed please find two sets of Articles of Incorporation (one original and one copy) Of GCR Automotive Equipment, Inc. For the purpose of incorporating it as a Florida corporation.

A check for \$70.00 (seventy dollars) made payable to the Department of state is also enclosed for the necessary filing fees.

Sincerely,

Gary Rhodes

Enclosures (3)

D. BROWN OCT 23 1998

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ARTICLES OF INCORPORATION
OF
GCR AUTOMOTIVE EQUIPMENT, INC.

The undersigned, a natural person competent to contract, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

GCR AUTOMOTIVE EQUIPMENT, INC.

ARTICLE II
TERM OF EXISTENCE

The corporation shall exist perpetually or until dissolved by due process of the law.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of repairing or rebuilding products or equipment related to the automotive industry and transacting any or all lawful business under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue a maximum of 1,000 shares of common stock par value \$0.10 per share.

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgement of the Board of Directors, equivalent at least to the full par value of the shares to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of the common stock of the Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders.

ARTICLE V
PRE-EMPTIVE RIGHTS

The corporation may provide for pre-emptive rights of Shareholders pursuant to provisions of its By-Laws, but no pre-emptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI
INITIAL REGISTERED AGENT AND PRINCIPAL OFFICER

The name and address of the Registered Agent of the Corporation is as follows:

Gary Rhodes

The street address and mailing address of the Registered Agent and Principal Officer of the Corporation in the State of Florida is as follows:

2405 Coolidge Road
Fort Pierce, Florida 34945

The corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time provide by resolution.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than ten (10), persons. The Board of Directors shall be elected at the annual meeting of the Shareholders of the Corporation, which meeting shall be held at such time as provided in the By-Laws. The members of the Board of Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided in the By-Laws.

The names and street addresses of the initial directors who are to conduct the affairs of the Corporation until the first meeting and election and qualification of their successors are

<u>NAME:</u>	<u>OFFICE:</u>
Gary Rhodes	President
Cheri Rhodes	Secretary

ADDRESS:
2405 Coolidge Road
Fort Pierce, Florida 34945

ARTICLE VIII
INCORPORATOR

The name and address of the individual subscribing to these Articles of Incorporation is:

NAME:

Gary Rhodes

ADDRESS:

2405 Coolidge Road
Fort Pierce, Florida 34945

ARTICLE IX
MISCELLANEOUS

1. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer of such other corporation.
2. The business and affairs of the Corporation shall be managed by a Board of Directors elected by the Shareholders of the Corporation who are entitled to vote. The elected Board of Directors shall not need any further authorization from its Shareholders with the respect to the management of the corporation except as provided in law or otherwise herein.
3. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.
4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Shareholders as stated herein are granted subject to that reservation.
5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to receive proper notice of such meetings unless she shall make objection at such meeting to any defect or insufficiency of notice.
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation,
this 16th day of October, 1998


Gary Rhodes

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STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before me a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Rhodes known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and official seal, in the State and County of aforesaid this 16th day of October, 1998.



CATHY J. REED
MY COMMISSION # CC420711 EXPIRES
December 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Cathy J. Reed
NOTARY PUBLIC

The undersigned hereby accepts designation as Registered Agent of the corporation.

Gary Rhodes
Gary Rhodes