

11/23/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROFESSIONAL AUTO TAG AGENCY, INC.

AUDIT NUMBER.....H98000021962

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

EMPIRE

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SUBJECT: PROFESSIONAL AUTO TAG AGENCY, INC.
REF: W98000026432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000021962
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFESSIONAL AUTO TAG AGENCY, INC.

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is PROFESSIONAL AUTO TAG AGENCY, INC., and its principal place of business is 11035 N.W. 27th Avenue, Miami, Florida 33167.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Brian H. Nelson, Esq.
Wampler, Buchanan & Breen, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131
(305) 577-0044

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ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his address are as follows: Brian H. Nelson, Esq., 900 SunTrust Building, 777 Brickell Ave., Miami, Florida 33131.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have two (2) Directors. The name and address of the initial Directors are as follows:

NAME

ADDRESS

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NAME

ADDRESS

Joyce P. Chesney

11035 N.W. 27th Ave.,
Miami, Florida 33167

Bruce A. Chesney

11035 N.W. 27th Ave.,
Miami, Florida 33167

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: Brian H. Nelson, 900 SunTrust Building, 777 Brickell Ave., Miami, Florida 33131.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and for creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in, or serving as a director of, the Corporation.

2. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

3. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of

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Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.


IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, State of Florida, for the uses and purposes aforesaid this 23 day of November, 1998.


BRIAN H. NELSON
Incorporator

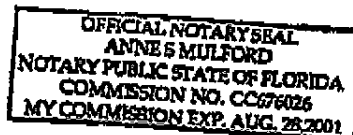
STATE OF FLORIDA)
 :ss.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23 day of November, 1998, by Brian H. Nelson, who is personally known or produced _____ as identification.

NOTARY PUBLIC:

Sign: 
Print: ANNE S. MULFORD
State of Florida at Large

My Commission Expires:
(SEAL)



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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: PROFESSIONAL AUTO TAG AGENCY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Miami-Dade County, State of Florida, has named Brian H. Nelson, Esquire as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.



Brian H. Nelson, Esquire
Registered Agent

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