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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 159859 4612404

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 8, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 159859-005

CUSTOMER NO: 4612404

CUSTOMER: Emil C. Marquardt, Jr., Esq  
MACFARLANE FERGUSON & MCMULLEN  
MACFARLANE FERGUSON & MCMULLEN  
Suite 200  
625 Court Street  
Clearwater, FL 33756

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: PROFESSIONAL VEHICLES  
INDUSTRY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

g 3/9/99

RECEIVED  
XX 4:41 PM  
MAR -9  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -9 PM 12:55

99 MAR -8 PM 12:55

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL VEHICLES INDUSTRY, INC.

ARTICLE I

Name and Address

The name of this corporation is PROFESSIONAL VEHICLES INDUSTRY, INC., whose place of business is located at 6340 49th Street North, Pinellas Park, FL 33781.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Ten Million (10,000,000) shares at one cent (\$0.01) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issu-

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Second Floor, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII  
Initial Board of Directors and Officers

This corporation shall initially have six directors and a Chairman, President, and Secretary. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
FRANK R. ESPOSITO	6340 49th Street North Pinellas Park, FL 33781	Chairman/Director
FRANK R. ESPOSITO, Jr.	6340 49th Street North Pinellas Park, FL 33781	Director
WILLIAM ESPOSITO	6340 49th Street North Pinellas Park, FL 33781	Director
JAMES H. BROWN	6340 49th Street North Pinellas Park, FL 33781	Pres./Director
AUDREY PARMELEE	6340 49th Street North Pinellas Park, FL 33781	Secy./Director
J. D. PARMELEE	6340 49th Street North Pinellas Park, FL 33781	Director

ARTICLE VIII  
Incorporators

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
EMIL C. MARQUARDT, JR.	625 Court Street - Second Floor Clearwater, FL 33756

ARTICLE IX  
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
Shareholder Quorum and Voting

Shareholder Quorum and Voting provisions shall be set forth in the corporation's By-Laws.

ARTICLE XI  
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

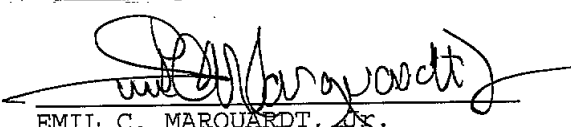
ARTICLE XII  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII  
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by the vote of seventy-five (75%) percent of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of March, 1999.

  
EMIL C. MARQUARDT, Inc.  
Incorporator

99 MAR -8 PM 12:55

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR. to me personally known or who has produced \_\_\_\_\_ as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this \_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
Notary Public

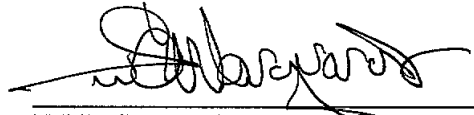
Print Name \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for PROFESSIONAL VEHICLES INDUSTRY, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
EMIL C. MARQUARDT, JR.

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