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CHANDLER, LANG & HASWELL, P.A.

POST OFFICE BOX 23879

GAINESVILLE, FLORIDA 32602-3879

JAMES F. LANG
JOHN H. HASWELL
C. WHARTON COLE

TELEPHONE 352/376-5226
TELECOPIER 352/372-8858
211 N.E. FIRST STREET
GAINESVILLE, FL 32601-5367

WILLIAM H. CHANDLER
1920-1992

March 9, 1999

Office of the Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: AlanAir Automotive, Inc./Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Office and Registered Agent, which we respectfully request be filed on behalf of our client. A check in the amount of \$70.00 accompanies these enclosures, said amount representing for profit corporation filing fee and registered agent designation. No certified copies are requested. However, we would appreciate the return of a copy of the Articles with the filing information stamped thereon for our records.

Thank you in advance for your cooperation and assistance in this matter. In the event there is anything further you require from this office prior to incorporation of AlanAir Automotive, Inc., please do not hesitate to contact the undersigned.

Very truly yours,

John Haswell

John H. Haswell

JHH/lez
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

ALANAIR AUTOMOTIVE, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: ALANAIR AUTOMOTIVE, INC.

ARTICLE II - DURATION OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law. This corporation shall begin business on the day of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the service and repair of automobiles and air conditioning equipment, and similar purposes related to the foregoing, and to do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, Florida Statutes, 1991, as amended, and which now or hereafter may be authorized by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock outstanding at any one time shall be one thousand (1,000) shares, with par value of One Dollar (\$1.00), all of one class, common, participating voting stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The corporation's principal office, the address of the initial registered office of this corporation, and the mailing address of the corporation is 2625-3 North Main Street, Gainesville, Florida 32609, and the name of the initial registered agent of the corporation at that address is Alan L. Beard.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall not have less than one (1) director nor more than five (5) directors. The name and address of the initial directors of this corporation are as follows:

Alan L. Beard
2625-3 North Main Street
Gainesville, Florida 32609

Brian W. Mount
2625-3 North Main Street
Gainesville, Florida 32609

ARTICLE VIII - OFFICERS

This corporation shall have as its officers a President, Secretary, and Treasurer, and such other officers as authorized by resolution of the Board of Directors. The initial officers who shall hold office until the first annual meeting of the shareholders shall be:

President	Alan L. Beard 2625-3 North Main Street Gainesville, Florida 32609
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Secretary and Treasurer	Brian W. Mount 2625-3 North Main Street Gainesville, Florida 32609
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ARTICLE IX - AMENDMENT AND BY-LAWS

1. Amendments. These Articles of Incorporation may be amended in accordance with Section 607.1003, Florida Statutes.

2. By-Laws. The By-Laws of the corporation may be adopted, amended or repealed by the Board of Directors. Any by-law adopted by the Board of Directors may be amended or repealed by the shareholders as provided in Section 607.1020(2), Florida Statutes, and the shareholders may prohibit the Board of Directors from amending or repealing the bylaws, or any particular bylaw provision. The shareholders shall also have the power to adopt bylaws notwithstanding the power of the Board of Directors to do so, and any bylaw so adopted shall prevail over any bylaw adopted by the Board of Directors to the extent of any conflict.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is as follows:

Alan L. Beard
2625-3 North Main Street
Gainesville, Florida 32609

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles of Incorporation on this 9th day of March, 1999.

Signed, sealed, and delivered in our presence as witnesses:

Brian Mount
Signature of Witness
Brian Mount
Printed Name of Witness

Alan L. Beard (SEAL)
ALAN L. BEARD

Robert Vaughn
Signature of Witness
Robert Vaughn
Printed Name of Witness

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this 9th day of March, 1999, personally appeared before me, the undersigned authority, ALAN L. BEARD, who is personally known to me or who has produced his valid Florida Driver's License as identification and who executed the foregoing Articles of Incorporation as incorporator, and he acknowledged before me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth and expressed and he did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, the day and year written above.



LAURIE E. ZIMMERMAN
My Commission CC478079
Expires Jun. 22, 1999
Bonded by HAI
800-422-1555

Laurie E. Zimmerman
Notary Public
State of Florida
My Commission Expires:
Commission Number:

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DIVISION OF CORPORATIONS
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**STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT**

In compliance with Section 607.034, 617.023, and 48.091, Florida Statutes, the undersigned does hereby certify that the Registered Office and Registered Agent at that Registered Office are as follows:

1. Registered Office. The Registered Office of ALANAIR AUTOMOTIVE, INC. is hereby designated to be: 2625-3 North Main Street, City of Gainesville, County of Alachua, State of Florida.

2. That the aforesaid corporation has designated and appointed ALAN L. BEARD, of the City of Gainesville, County of Alachua, State of Florida, as its Registered Agent to accept service of process within this state in accordance with Florida Statutes. The Registered Agent named herein shall maintain an office at the Registered Office of the Corporation.

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named and appointed by the aforesaid corporation as its Registered Agent to accept service of process for and on behalf of the Corporation, I do hereby accept the office of Registered Agent and agree to comply with the provisions of Florida Statutes relative to maintaining the Registered Office.



ALAN L. BEARD
2625-3 North Main Street
Gainesville, Florida 32609
Telephone Number at Registered Office:
(352) 372-2341
Telephone Number at Residence:
(352) 472-4086