

**P99000026046**  
**MARGOLIS ENTERPRISES**

141 N.W. 20<sup>th</sup> Street Boca Raton, Florida 33431 (561) 338-3426 (954) 523-0605 FAX: (561) 338-9865

March 12<sup>th</sup>, 1999

Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, Fla. 32314

FILED  
99 MAR 12 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: All Coasts Battery Co.

To Whom It May Concern:

Enclosed you will find Articles of Incorporation for the above-captioned Corporation, together with a check in the amount of \$78.75, representing your fees and the cost of a certified copy of the Articles.

Please forward a certified copy to the undersigned at your earliest convenience at the following address:

David Margolis  
141 N.W. 20 St.  
Suite G-122  
Boca Raton, Fl. 33431

000002804160--6  
-03/12/99--01062--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

*David Margolis*  
David Margolis

*David Margolis* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *address*  
DATE *3/24/99*  
DOC. EXAM. *to file the Co. VI*

*11/99*  
*PK*  
*3/24/99*

**ARTICLES OF INCORPORATION  
OF  
All Coasts Battery Co.  
A Florida Corporation**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the Corporation is All Coasts Battery Co., a Florida corporation.

**ARTICLE II – DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III – PURPOSE**

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be organized under Florida Statutes, Section 607.

**ARTICLE IV – CAPITAL STOCK**

The Corporation shall have the authority to issue one class of stock only. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. Each share shall have a par value of \$1.00.

**ARTICLE V – PRE-EMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI – REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 141 NW 20th Street, Suite G-122, Boca Raton, Florida 33431. The initial Registered Agent at such address is David Margolis. The principal address is the same as the registered office.

## ARTICLE VII - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board which shall consist of not less than one (1) director nor more than three (3) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of two (2) directors. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The initial Board of Directors shall consist of two Directors. The names and addresses of the initial Directors are David Margolis, 141 N.W. 20<sup>th</sup> Street, Suite G-122, Boca Raton, Florida 33431 and Alan Margolis, 141 N.W. 20<sup>th</sup> Street, Suite G-122, Boca Raton, Florida 33431.

## ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is: David Margolis, 141 N.W. 20<sup>th</sup> Street, Suite G-122, Boca Raton, Florida 33431.

## ARTICLE IX - OFFICERS

The officers of the Corporation shall be a president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

## ARTICLE X - INDEMNIFICATION

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - BY LAWS

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The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

WHEREFORE, the incorporator and the initial Registered Agent, have executed these Articles of Incorporation on this 9 day of MAR., 1999.

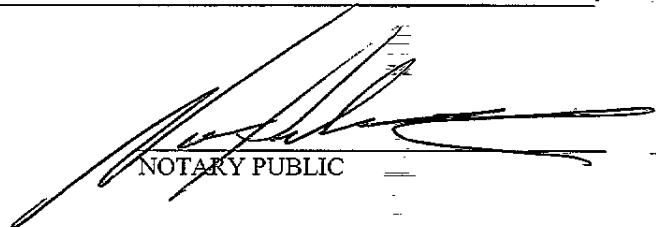


David Margolis  
Incorporator and Registered Agent  
ACCEPTED AS REGISTERED AGENT:

State of Florida        }  
                              } SS:  
County of Palm Beach }

The foregoing instrument was acknowledged before me this 9 day of MAR., 1999, by David Margolis as Incorporator and Registered Agent

I.D. Furnished by: KNOWN TO ME

  
NOTARY PUBLIC

My Commission expires:

9/7/99



NORMAN SILVERSTEIN  
My Commission CC494195  
Expires Sep. 07, 1999