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HAB  
HARRY A. BLAIR, P.A.

ATTORNEYS AT LAW

2180 WEST FIRST STREET, SUITE 401 • FORT MYERS, FLORIDA 33901 • (941) 334-2268 • FAX (941) 334-2260

Internet site: <http://www.blairandblair.com>

E-mail address: [info@blairandblair.com](mailto:info@blairandblair.com)

HARRY A. BLAIR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 PM 4:25

March 26, 1999

Secretary of State  
Corporations Record Division  
Post Office Box 6327  
Tallahassee, FL 32314-6327

000002821360--1  
-03/29/99--01037--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

**Re: Articles of Incorporation  
Corporation Name**

Dear Gentle Person:

With reference to the above captioned matter, enclosed are an original and one copy of the Articles of Incorporation and Acknowledgment of Corporation Name. Please file the original and return the copy certified with the filing date. Also enclosed is our firm check number 6065 in the amount of \$122.50 for incorporation fees.

Very truly yours,

*Harry Blair*

Harry A. Blair

HAB/mlr  
Enclosures

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SECRETARY OF STATE  
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99 MAR 29 PM 4:25

D. BROWN MAR 31 1999

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## ARTICLES OF INCORPORATION OF

**TNL GLOBAL, INC.**

The undersigned, acting as incorporators for the purpose of forming a corporation for profit under the provisions of the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

### I

#### NAME OF CORPORATION

The name of this corporation is TNL GLOBAL, INC.

### II

#### DURATION

The duration of this corporation shall be perpetual. Commencement of this corporation's existence shall be the time of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

### III

#### PURPOSE

The general purpose for which this corporation is initially organized is the product distribution with power to conduct the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

### IV

#### CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is 5,000. All stock shall be common stock. The par value of all such stock shall be \$1.00 per share. All stock shall be of the same kind, class and series.

V

STOCK RIGHTS

The common stock of this corporation shall have unlimited voting rights and the holders of said stock shall be entitled to receive the net assets of this corporation upon dissolution.

VI

PREEMPTIVE RIGHTS

All stockholders shall have preemptive rights. Said rights shall extend to protect their percentage ownership in this corporation. Said preemptive rights shall extend to all treasury shares. Before any treasury shares are resold, or before any authorized but unissued shares are sold, the corporation shall give all shareholders thirty (30) days advance written notice of its intention to issue said shares and advise them of their right to protect their percentage interest by purchasing the specified number of shares for cash within said thirty day period. Said written notice shall be by certified mail, return receipt requested, to the last record address of each stockholder.

VII

INITIAL PRINCIPAL OFFICE ADDRESS

The address of the initial principal office of this corporation is 1722-A Bikini Court, Cape Coral, Florida 33904.

VIII

INITIAL REGISTERED AGENT AND REGISTERED ADDRESS

The name of the initial registered agent of this corporation is Timothy S. Morecraft. The registered address for this corporation is: 1722-A Bikini Court, Cape Coral, Florida 33904.

IX

INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

N. E. Price  
P. O. Box 1391  
Cape Coral, FL 33910

Timothy S. Morecraft  
P. O. Box 1391  
Cape Coral, FL 33910

X

BOARD OF DIRECTORS

The officers of this corporation shall constitute its Board of Directors. The number of officers may be increased from time to time by the shareholders as provided in the Bylaws. The corporation shall initially have two directors, but the number of directors may be increased to a total of five. The Board of Directors may not exceed a total of five in number. The officers of this corporation, who are also its initial directors, are:

N. E. Price  
P. O. Box 1391  
Cape Coral, FL 33910  
President, Treasurer

Timothy S. Morecraft  
P. O. Box 1391  
Cape Coral, FL 33910  
Vice President, Secretary

A quorum for a shareholders' meeting shall be as provided in the Bylaws of this corporation and need not be more than one-third (1/3) of the shares of this corporation entitled to vote at any shareholders' meeting, if the Bylaws of this corporation so provide.

XI

INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the shareholders entitled to vote upon such action and if said written consent is filed with the secretary of the corporation as part of the corporate records.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested exclusively in the shareholders.

XIII

INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a duly called meeting of the Board of Directors.

XIV

INDEMNIFICATION


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

XV

AMENDMENT OF ARTICLES

These Articles of Incorporation, or any amendment thereto, may be amended or repealed as prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation in the State of Florida, County of Lee, this 26 day of March, 1999.

  
N. E. Price

  
Timothy S. Morecraft

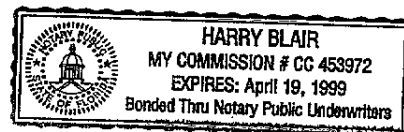
STATE OF FLORIDA  
COUNTY OF LEE

**BEFORE ME**, the undersigned authority, personally appeared, N. E. Price and Timothy S. Morecraft who produced U.S. PASSPORT 080741649 and FL DL M626-817-67-332-0 as identification and to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal in the County and State last aforesaid, this 26 day of March, 1999.

  
Notary Public

My Commission Expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ACKNOWLEDGMENT OF REGISTERED AGENT  
OF  
ACTION AUTOMOTIVE, INC.**

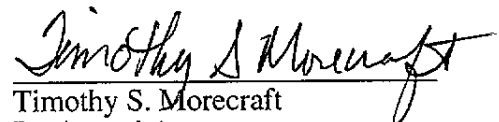
The name and address of this corporation's initial registered office and registered agent, in compliance with Section 607.324, Florida Statutes, are:

Registered Agent: Timothy S. Morecraft  
Registered Office: 1722-A Bikini Court  
Cape Coral, Florida 33904

I hereby agree to act in type capacity as said registered agent and agree to comply with the provisions of Section 48.091, Florida Statutes, in keeping the registered office of the corporation open every day from 10:00 a.m. to 12:00 noon, except Saturdays, Sundays and legal holidays, during which period of time as registered agent I will be at said office in order to receive service of process.

I further agree to cause the corporation to keep a sign, posted in the office in a conspicuous place, which designates the name of the corporation and the name of the registered agent upon whom service of process may be served.

Dated this 26 day of March, 1999.

  
Timothy S. Morecraft  
Registered Agent