

P99000032964



THE UNITED STATES
CORPORATION
COMPANY

FILED

99 APR -7 AM 11:09

ACCOUNT NO. : 072100000032

REFERENCE : 196863 99222A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigott

ORDER DATE : April 7, 1999

ORDER TIME : 12:19 PM

ORDER NO. : 196863-005

CUSTOMER NO: 99222A

EFFECTIVE DATE

4-6-99

500002832065--8

CUSTOMER: Ms. Linda Marlette
COGGIN AUTOMOTIVE GROUP
COGGIN AUTOMOTIVE GROUP
4306 Pablo Oaks Court

Jacksonville, FL 32224

DOMESTIC FILING

NAME: WATCHMAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

524
W99-8432

PH 4/8/99

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99 APR -7 PM 12:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 8, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WATCHMAN, INC.
Ref. Number: W99000008432

RESUBMIT

Please give original
submission date as file date

We have received your document for WATCHMAN, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

WHAT IS THE EFFECTIVE DATE.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00017831

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 12 AM 8:53

RECEIVED

ARTICLES OF INCORPORATION

OF

WATCHMAN, INC.

FILED

99 APR -7 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

4-6-99

ARTICLE I

Section 1.1 Name. The name of the corporation is Watchman, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4306 Pablo Oaks Court, Jacksonville, Florida 32224

or

Section 1.3 Mailing Address. The mailing address of the corporation is P.O. Box 16469, Jacksonville, Florida, 32245-6469

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 share of voting common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 4306 Pablo Oaks Court, Jacksonville, Florida, 32224, and the name of the initial registered agent of this corporation at that address is Linda L. Marlette.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

NAME

ADDRESS

Laura S. Miller

4306 Pablo Oaks Court, Jacksonville, FL 32224

Linda L. Marlette

4306 Pablo Oaks Court, Jacksonville, FL 32224

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors of the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

ADDRESS

Linda L. Marlette

4306 Pablo Oaks Court, Jacksonville, FL 32224

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserved the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

POWERS RESERVED TO SHAREHOLDERS

Section 11.1 The following corporate acts shall require approve of a majority of the shareholders:

- a) Increase or decrease in the number of authorized shares of stock of the corporation.
- b) Creation of additional classes of shares and addition to or limitation of rights and duties of shareholders in respect to outstanding shares of the corporation.

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TALLAHASSEE, FLORIDA

- c) Sale by the corporation of shares of its stock held in the treasury.
- d) Sale by the corporation of shares of its stock which are authorized but unissued.
- e) Pledge, mortgage or other encumbrance or sale or other disposition of all or a substantial part of the assets of the corporation.
- f) Amendment or restatement of these Articles of Incorporation.
- g) All other actions not in the ordinary course of the business of this corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of April, 1999.

Linda L. Marlette
Linda L. Marlette
Incorporator

REGISTERED AGENTS ACCEPTANCE OF APPOINTMENT

The undersigned Linda L. Marlette, having been appointed registered agent for service of process by Article 5.1 of the foregoing Articles of Incorporation of Watchman Inc., and being familiar with the duties and obligation of such registered agents, does hereby accept such appointment and agree to serve as such registered agent until appointment of his successor.

Linda L. Marlette
Linda L. Marlette, Registered Agent for
Service of Process

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