



THE UNITED STATES  
CORPORATION  
COMPANY

P99000044293

FILED

99 MAY 14 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 240946 9725B

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : May 14, 1999

ORDER TIME : 12:43 PM

ORDER NO. : 240946-005

CUSTOMER NO: 9725B

800002875858--1

CUSTOMER: Mr. Gregory L. Urbancic  
ROETZEL & ANDRESS  
ROETZEL & ANDRESS  
Trainon Centre, Third Floor  
850 Park Shore Drive  
Naples, FL 34103

DOMESTIC FILING

NAME: SMT AUTOMOTIVE GROUP, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED  
99 MAY 14 PM 1:41  
DIVISION OF CORPORATION  
PH 5/14/99

**ARTICLES OF INCORPORATION**  
**OF**  
**SMT AUTOMOTIVE GROUP, INC.,**  
**a Florida corporation**

FILED  
99 MAY 14 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation is SMT AUTOMOTIVE GROUP, INC. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 850 Park Shore Drive, Naples, Florida 34103.

**ARTICLE III**

**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

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**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered agent of the Corporation is 850 Park Shore Drive, Naples, Florida 34103 and the name of its initial registered agent at such address is Michael W. McArdle.

**ARTICLE V**

**INCORPORATOR**

The name and address of the incorporator is Michael W. McArdle, 850 Park Shore Drive, Naples, Florida 34103.

**ARTICLE VI**

**DURATION**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE VII**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

**ARTICLE VIII**

**INDEMNIFICATION**

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

**ARTICLE IX**  
**AMENDMENT**

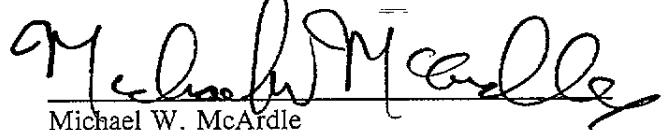
These Articles of Incorporation may be amended by the assent of shareholders holding fifty-one percent (51%) of the outstanding common stock of the Corporation.

**ARTICLE X**  
**DISSOLUTION**

The Corporation may be dissolved with the assent of shareholders holding not less than two-thirds (2/3) of the outstanding common stock of the Corporation.

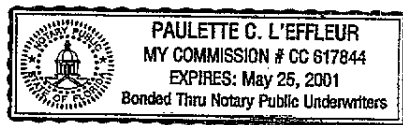
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 13th day of May, 1999.

INCORPORATOR:

  
Michael W. McArdle

STATE OF FLORIDA            )  
  )SS:  
COUNTY OF COLLIER        )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 1999 by Michael W. McArdle, who (~~X~~) is personally known to me, or who ( ) has produced \_\_\_\_\_ as identification.



Paulette C. L'Effleur  
NOTARY PUBLIC, STATE OF FLORIDA  
Name: Paulette C. L'Effleur  
(Type or Print)  
My Commission Expires: 5/25/2001

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

**MAY 14 PM 3:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That SMT AUTOMOTIVE GROUP, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Michael W. McArdle, 850 Park Shore Drive, Naples, Florida 34103, as its agent to accept service of process within Florida.

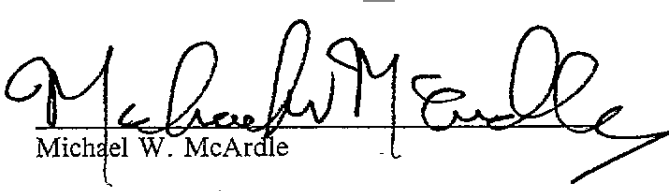
SMT AUTOMOTIVE GROUP, INC.,  
a Florida corporation

By:

  
Michael W. McArdle, Incorporator

Dated: May 13, 1999

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Michael W. McArdle

Dated: May 13, 1999