

Member: Florida Bar, Missouri Bar
Federal Courts

William B. Roberts
Attorney At Law

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999000047366

May 18, 1999

Division of corporations
Department of State of Florida
P.O. Box 6327
Tallahassee, FL 32314

~~200002881672--4~~
-05/20/99--01097--005
****105.00 ****35.00

Re: New Incorporation of Naples Auto Electric-Bonita Springs, Inc.


Enclosed for incorporation please find:

100002881681--6
-05/20/99--01097--005
****105.00 ****78.75

- 1) Two executed original Articles of Incorporation of "Naples Auto Electric-Bonita Springs, Inc."
- 2) Consent of it's sister corporation (same ownership) for use of name "Naples Auto electric" to avoid any question of confusion for similarity, if any.
- 3) filing fee check for filing of articles, registered agent acceptance (set forth at end of Articles, and consent in the amount of \$105.00 (\$35 each document). Please advise if this amount is incorrect.

I appreciate your prompt handling.

Sincerely,



William B. Roberts

FILED
99 MAY 20 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
52529
4


**CONSENT FOR USE OF NAME BY UNANIMOUS CONSENT OF SHAREHOLDER
OF NAPLES AUTO ELECTRIC, INC.
(a Florida corporation)**

The undersigned is the sole shareholder of Naples Auto Electric, Inc., a Florida corporation. The shareholder and the corporation by action of the shareholder by this consent, hereby consent as follows:

The undersigned hereby consents for himself and on behalf of the Corporation to the use by the new incorporation of the WORDS "Naples Auto Electric" for inclusion exclusively in its corporate name, being :

NAPLES AUTO ELECTRIC-BONITA SPRINGS, INC.

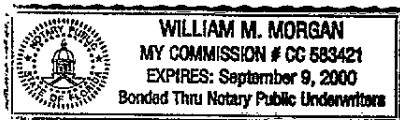
The new incorporation is to e incorporated in May, 1999, and this consent is authorized to be filed with the office of Department of State, Division of Corporations to be a part of the Corporate records of the Corporation and of the new incorporation.

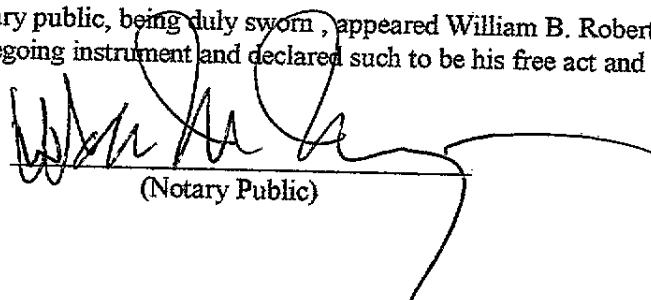
Adopted and consented to
this 18th day of may, 1999 : by Naples Auto Electric, Inc.

**William B. Roberts, Vice President and
Assistant Secretary**

State of Florida }
County of Collier }

On May 18, 1999, before me, a notary public, being duly sworn, appeared William B. Roberts, a person known to me, who subscribed the foregoing instrument and declared such to be his free act and deed.

(Notary Public Stamp)




(Notary Public)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

NAPLES AUTO ELECTRIC- BONITA SPRINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
STATE OF FLORIDA
PO Box 6327
TALLAHASSEE, FLORIDA, 32314

The undersigned natural person, being of the age of eighteen (18) years or more, for the purpose forming corporation under Chapter 607 of the Official Code of Statutes as revised from time to time, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is: **NAPLES AUTO ELECTRIC- BONITA SPRINGS, INC.**

ARTICLE TWO

The duration of the corporation is **perpetual**.

ARTICLE THREE

The purposes of the Corporation are: **To engage in any activities or business permitted under the laws of the United States and the State of Florida.**

ARTICLE FOUR

The address including street and number, if any, of the corporation's initial registered office in this state is: **4995 Tamiami Trail, East., Naples. FL 34104**, and the name of its initial agent at such address is: **William B. Roberts**.

ARTICLE FIVE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be: **FIVE THOUSAND (5,000) SHARES OF \$1.00 PAR VALUE, VOTING, COMMON CAPITAL STOCK, AND NO OTHER CLASS OF STOCK.**

ARTICLE SIX

The preferences, qualifications, limitations, reservations, and the special or relative rights, including convertible rights, if any, in respect of the shares of capital stock are: **none**.

ARTICLE SEVEN

The preemptive right of a shareholder to acquire additional shares is: **not limited or denied**.

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ARTICLE EIGHT

The name and place of residence of the sole Incorporator is as follows: **William B. Roberts**, whose address is: **4995 Tamiami Trail, East., Naples. FL 34113.**

ARTICLE NINE

The number of directors to constituting the initial board of directors of the Corporation shall be **one (1)** until such time as the shareholders of the Corporation change such number. The initial director of the corporation is :**Jason Dickinson**, whose address is: **3126 Davis Blvd., Naples. FL 34104.** The number of directors may be changed by action of the shareholders of the corporation by amending these articles, or by adoption or change of the Corporation's by-laws. If the number of directors is changed the Secretary of state, division of corporations of the State of Florida will be notified within thirty (30) days following such change.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned in said at Naples, Collier County, State of Florida and State on this 18 day of May, 1999..

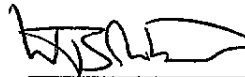


William B. Roberts
as Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, William B. Roberts, the named registered agent for the Corporation named in Article 1 of the foregoing instrument, hereby accept the position of registered agent and assume its duties and responsibilities as proscribed under the applicable laws of the state of Florida, and confirm the accuracy of my stated mailing address as being true, accurate and current, and I further agree to act in such capacity to comply with the provisions of the applicable laws of the state of Florida pertaining to registered agents for Florida corporations.

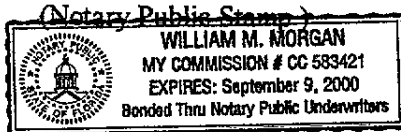
Signed at Collier county, Florida on May 18 1999.

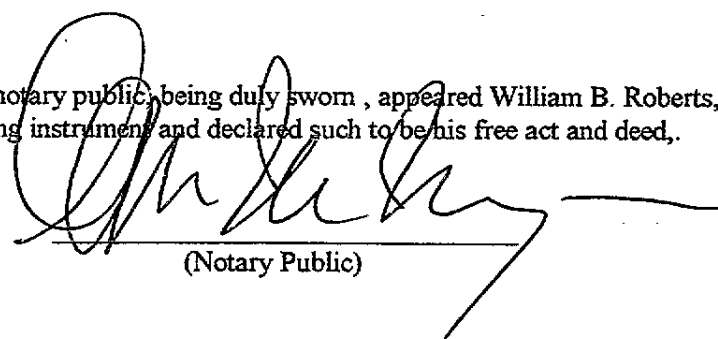


William B. Roberts

State of Florida }
County of Collier }

On May 18, 1999, before me, a notary public, being duly sworn, appeared William B. Roberts, a person known to me, who subscribed the foregoing instrument and declared such to be his free act and deed.




(Notary Public)

FILED
99 MAY 20 PM 1:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE