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MICHAEL L. EDWARDS

June 30, 1999

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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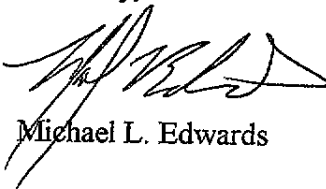
**RE: Articles of Incorporation
of M & R Battery, Inc.**

Dear Sirs:

Please find enclosed Articles of Incorporation on behalf of M&R Battery, Inc. I have also enclosed a check in the amount of \$131.25 for the filing of the Articles and for a certified copy.

Should you have any questions regarding the above, please contact me.

Sincerely,



Michael L. Edwards

MLE/lmw

Enclosures

EFFECTIVE DATE
6-28-99

FILED
99 JUL -6 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

M & R BATTERY, INC.

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is: M & R BATTERY, INC.

Existence of the corporation shall begin at the time of subscription and acknowledgment provided the Articles of Incorporation are filed with the Department of State within five days after subscription and acknowledgment thereof.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Buy, sell, trade, transfer, repair, rebuild and destroy batteries.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit, society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock options and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees and directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereinafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III **CAPITAL STOCK**

The maximum numbers of shares of stock which this corporation is authorized to have outstanding at any one time is 500 at \$1.00 per share.

ARTICLE IV **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V **TERM**

This corporation shall have perpetual existence.

ARTICLE VI **ADDRESS**

The address of the principal offices of this corporation in the State of Florida is: 2036 Emerson Street, Jacksonville, Florida 32207.

The Board of Directors from time to time may move the office to any other place in Florida.

ARTICLE VII
DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the member of the first Board of Directors of this corporation is:

Melissa Hinson
4526 Crazy Horse Avenue
Middleburg, Florida 32258

ARTICLE IX
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

Melissa Hinson
4526 Crazy Horse Avenue
Middleburg, Florida 32258

ARTICLE X
MISCELLANEOUS

The corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation owned by the subscriber to such agreement as they may see fit. The By-Laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the state of Florida when such By-law is adopted or amended. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or

between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI **INDEMNITY**

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of

negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the By-Laws or otherwise.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII
INITIAL RESIDENT AGENT

The name and address of the initial Resident Agent of this corporation is:

Michael L. Edwards
24 North Market Street, Suite 303
Jacksonville, Florida 32202

I

hereby accept to act in this capacity and agree to comply with the provisions pursuant to Chapter 48.091, Florida Statutes, relative to keeping open said office.


RESIDENT AGENT

IN WITNESS WHEREOF, I, the undersigned, being of the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal, this 28th day of June, 1999, for the purpose of forming this corporation to do business within and without the State of Florida, so make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

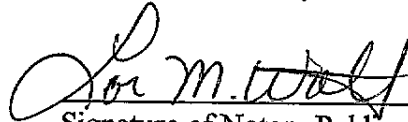

Melissa Hinson

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Melissa Hinson, to me well known or having presented _____ as identification to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed

the same for the purposes therein expressed. =

WITNESS my hand and seal in the county and state named above, this ^{28th} ~~20~~ day of ^{June} ~~February~~,
1999.



Signature of Notary Public

LORI M. WOLF
Notary Public, State of Florida
My Comm. expires Aug. 25, 2000
Comm. No. CC 579515 Lori M. Wolf
Print name of Notary Public

My Commission Expires: _____