

P99000070590
Mahon & Farley, P.A.

ATTORNEYS AT LAW

LACY MAHON
(1891-1968)
HARRY B. MAHON*
JOSEPH S. FARLEY, JR.*

*CERTIFIED FAMILY MEDIATOR
*CERTIFIED CIRCUIT MEDIATOR

350 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE
(904) 354-4300
FACSIMILE
(904) 354-4658

July 22, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002941012--1
-07/26/99--01074--007
*****81.75 *****81.75

Re: The Conrad Company of Jacksonville

Dear Sir:

Enclosed herein for filing please find original and one copy of the Articles of Incorporation of The Conrad Companies, together with Certificate of Agent for filing, together with our firm's check in the amount of \$81.75 to cover the following:

Filing fee	\$35.00
Registered Agent	35.00
Certified copy (4 pages-\$8.75 + \$3)	11.75

Please return the Certified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

MAHON & FARLEY, P.A.

Joseph S. Farley, Jr.
JOSEPH S. FARLEY, JR.

JSFjr/mag

Enclosures

cc-Mr. and Mrs. Richard C. Foster

EFFECTIVE DATE
8-1-99

FILED
99 AUG -6 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

JOSEPH S. FARLEY, JR.
MAHON & FARLEY, P.A.
350 E. ADAMS STREET
JACKSONVILLE, FL 32202

SUBJECT: THE CONRAD COMPANIES
Ref. Number: W99000017683

We have received your document for THE CONRAD COMPANIES and your check(s) totaling \$81.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The registered agent and street address must be consistent wherever it appears in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 499A00038852

Mahon & Farley, P.A.

ATTORNEYS AT LAW

LACY MAHON
(1891-1968)
HARRY B. MAHON*
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350 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE
(904) 354-4300
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August 5, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ATTN: Teresa Brown, Corporate Specialist

Re: The Conrad Company of Jacksonville

Dear Ms. Brown:

Pursuant to our telephone conversation of yesterday, enclosed herein please find the original and one copy of the revised Article of Incorporation and Certificate to be filed as we discussed.

Please return the Certified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

MAHON & FARLEY, P.A.


JOSEPH S. FARLEY, JR.

JSFjr/mag

Enclosures

cc-Mr. and Mrs. Richard C. Foster

EFFECTIVE DATE

8-1-99

FILED
99 AUG -6 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE CONRAD COMPANY OF JACKSONVILLE

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is THE CONRAD COMPANY OF JACKSONVILLE.

ARTICLE II

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in the sale of truck and automotive accessories in the State of Florida, and any activity or business permitted under the laws of the United States and of the State of Florida. The Corporation may, however, also invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and may own or lease real or personal property necessary for the rendering professional services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital which this Corporation will begin business with is \$1,000.00.

ARTICLE V

TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI

EFFECTIVE DATE

These Articles of Incorporation shall be effective on August 1, 1999.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The initial street address in the State of Florida of the principal place of business of the proposed corporation is 220 State Road 312, The Riverside Centre, St. Augustine, Florida 32086.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 350 East Adams Street, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this Corporation at the address is JOSEPH S. FARLEY, JR. whose street address is 350 East Adams Street, Jacksonville, Florida 32202, and whose mailing address is 350 East Adams Street, Jacksonville, FL 32202.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors 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 (1). The names and addresses of the initial Directors of this Corporation are:

RICHARD C. FOSTER
4439 Woodsong Loop W.
Jacksonville, FL 32225

PATRICIA FOSTER
4439 Woodsong Loop W.
Jacksonville, FL 32225

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is JOSEPH S. FARLEY, JR., 350 East Adams Street, Jacksonville, FL 32202.

ARTICLE XI

BY-LAWS

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

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be vested initially to the following persons and in the amount set opposite their names:

RICHARD C. FOSTER	500 Shares
PATRICIA FOSTER	500 Shares

Shares held by the initial Stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Stockholders or to this Corporation. The price and terms and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Stockholders and this Corporation.

ARTICLE XIII

STOCKHOLDER QUORUM AND VOTING

Fifty (50) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders.

If a quorum is present, the affirmative vote of fifty-one (51) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders.

ARTICLE XIV

STOCKHOLDERS' MEETING REQUIRED

Any action of the Stockholders of this Corporation must be taken at a meeting of Stockholders of this Corporation duly called as provided by law.

ARTICLE XV

MANAGEMENT OF CORPORATION BY STOCKHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this Corporation shall be managed under the direction of the Stockholders of this Corporation.

ARTICLE XVI

DIVIDENDS

Dividends may be paid to Stockholders (only out of the unreserved and unrestricted earned surplus of the Corporation).

ARTICLE XVII

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

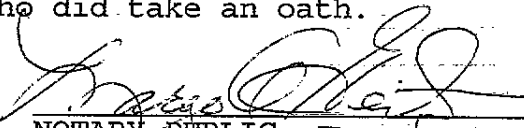
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 5th day of August, 1999.


JOSEPH S. FARLEY, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of August, 1999, by JOSEPH S. FARLEY, JR., who is personally known to me and who did take an oath.




NOTARY PUBLIC
State of Florida at large
Commission No. _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, FOLLOWING IS SUBMITTED:

FIRST--THAT THE CONRAD COMPANY OF JACKSONVILLE
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF St. Augustine
(CITY)

STATE OF Florida, HAS NAMED JOSEPH S. FARLEY, JR.
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 350 East Adams Street
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)


CITY OF Jacksonville, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE President

DATE 8/5/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES.

SIGNATURE 
(RESIDENT AGENT)

DATE 8/5/99

FILED
AUG 6 1999
CLERK OF DISTRICT COURT
JACKSONVILLE
FLORIDA