



THE UNITED STATES
CORPORATION
COMPANY

P 9900007474

ACCOUNT NO. : 072100000032

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 347022 7126516

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : August 19, 1999

ORDER TIME : 10:50 AM

ORDER NO. : 347022-005

CUSTOMER NO: 7126516

800002964098--6

CUSTOMER: Christopher N. Davies, Esq
CHRISTOPHER N. DAVIES, P.A.
CHRISTOPHER N. DAVIES, P.A.
Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

DOMESTIC FILING

NAME: PERFORMANCE DIESEL, 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:

PH 8/23/99

~~WFF 19264~~

RECEIVED
99 AUG 19 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: PERFORMANCE DIESEL, INC.
Ref. Number: W99000019264

RESUBMIT
Please give original
submission date as file date.

We have received your document for PERFORMANCE DIESEL, 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:

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

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 799A00041836

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 20 PM 4:38

RECEIVED

Instrument prepared by:
Christopher N. Davies, Esquire
CHRISTOPHER N. DAVIES, P.A.
World Plaza II
12601 World Plaza Lane, Suite 2
Fort Myers, Florida 33907

FILED
99 AUG 19 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PERFORMANCE DIESEL, INC.**

Articles of Incorporation executed by the undersigned Incorporator for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of this Corporation shall be Performance Diesel, Inc., and the initial address of this Corporation shall be 2885 Palm Beach Boulevard, A-206, Fort Myers, Florida 33916.

ARTICLE II

The Corporation shall have all of the common law and statutory powers and duties of a corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or Bylaws.

ARTICLE III

The aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 100,000 shares. All such shares shall be of a single class, designated as common.

The consideration for all of the said shares shall be payable in cash, real or personal property, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

Each holder of common shares shall have one (1) vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The

holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution.

ARTICLE V

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The initial registered office of this Corporation shall be at 2885 Palm Beach Boulevard, A-206, Fort Myers, Florida 33916, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Eric D. Beckwith.

ARTICLE VII

This Corporation shall have at least one (1) Director, with the exact number to be fixed by the Bylaws.

ARTICLE VIII

The name and address of the first Director of the Corporation, who shall hold office for the first year or until a successor is duly elected and qualified, shall be:

Eric D. Beckwith
2885 Palm Beach Boulevard, A-206
Fort Myers, Florida 33916.

ARTICLE IX

The name and address of the Incorporator shall be:

Eric D. Beckwith
2885 Palm Beach Boulevard, A-206
Fort Myers, Florida 33916.


ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11 day of August, 1999.


Eric D. Beckwith, Incorporator

STATE OF FLORIDA)
)§
COUNTY OF LEE)

The foregoing Articles of Incorporation was acknowledged before me this 11 day of August, 1999, by Eric D. Beckwith, who is personally known to me or has produced _____ as identification and who did (did not) take an oath.


Notary Public

Print Name: MARILYN CHAPMAN

Commission Expires:

(Official Seal)

MARILYN CHAPMAN
Notary Public, State of Florida
My comm. exp. Nov. 8, 2002
Comm. No. CC789098

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

99 AUG 19 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Performance Diesel, Inc.
2. The name and address of the registered agent and office is:

Eric D. Beckwith
2885 Palm Beach Boulevard, A-206
Fort Myers, Florida 33916

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.



Eric D. Beckwith

8-11-99
(DATE)