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WILLIAM WALLER
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(561) 753-7084 (Home)

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August 23, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Total Reconditioning, Inc.

To Whom It May Concern:

Enclosed please find original executed Articles of Incorporation, as well as a copy thereof, for the referenced company. Please file the enclosed Articles of Incorporation as soon as possible.

Also enclosed is a check in the amount of \$70.00, representing the requisite filing fee and registered agent designation fee. Kindly stamp and return the copy of the Articles of Incorporation to me. Thank you.

Very truly yours,


William Waller

Enclosures

FILED
99 AUG 25 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
2-20-99
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ARTICLES OF INCORPORATION
OF

TOTAL RECONDITIONING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Total Reconditioning, Inc.

SECOND: The principal office of the Corporation shall be located at 13634 78th Place North, Royal Palm Beach, Florida 33412. The mailing address of the Corporation is 13634 78th Place North, Royal Palm Beach, Florida 33412.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the sole member of the initial Board of Directors of the Corporation is as follows:

NAME

ADDRESS

William Waller

13634 78th Place North
Royal Palm Beach, FL 33412

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 13634 78th Place North, Royal Palm Beach, Florida 33412 and the name of the initial registered agent of the Corporation at such address is William Waller.

SIXTH: The name and address of the incorporator is:

NAME

ADDRESS


William Waller

13634 78th Place North
Royal Palm Beach, FL 33412

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been filed by the Department of State.

Signed on August 23, 1999


William Waller, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


William Waller

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99 AUG 23 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA