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TOM G. BURROWS
JERRY L. JESTER

RUTH A. SCOTT
PROBATE PARALEGAL

December 14, 1999

*Federal Express, Overnight
Mail*

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Beth Register

800003071878--9
-12/15/99--01085--022
*****70.00 *****70.00

RE: Smith's Automotive Machine Shop, Inc.

Dear Ms. Register:

Enclosed please find Articles of Incorporation for **Smith's Automotive Machine Shop, Inc.** to be filed. A copy of the Articles for you to conform and return to this office is enclosed with a self-addressed, stamped envelope.

Acceptance by the Registered Agent is also enclosed.

Our check payable to the Secretary of State in the amount of \$70.00, representing \$35.00 for filing the Articles of Incorporation and \$35.00 for Designation of Registered Agent, is also enclosed.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

Tom G. Burrows

Tom G. Burrows

TGB/mle
Enclosures
cc: Edith P. Smith

P.S. This is our second effort at this filing. The first was apparently lost in the mail. TGB.

B. REGISTER DEC 15 1999

FILED
99 DEC 15 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SMITH'S AUTOMOTIVE MACHINE SHOP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name

The name of this corporation is SMITH'S AUTOMOTIVE MACHINE SHOP, INC.

ARTICLE II. Duration

This corporation shall have perpetual existence.

ARTICLE III. Purposes

The general purposes for which this corporation is organized are as follows: To own and operate an automotive machine shop business; to engage in any type of lawful business; lend or borrow money and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments and to secure the same by mortgage or otherwise; to have offices and officers, agent and agencies in the State of Florida or in any other of United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE IV. Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common voting stock with a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid.

ARTICLE V. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly

as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered and principal office of this corporation is 540 Footman Landing, Merritt Island, Florida 32952, and the name of the registered agent at that address is Edith P. Smith, and the mailing address is: 540 Footman Landing, Merritt Island, Florida 32952.

ARTICLE VII. Initial Board of Directors

This corporation shall have two (2) 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. The names and addresses of the initial directors of this corporation are:

Edith P. Smith	540 Footman Landing, Merritt Island, FL 32952
Gregory A. Chambers	3225 Murrell Road, #14, Rockledge, FL 32955

ARTICLE VIII. Incorporators

The names and addresses of the persons signing these articles are:

Edith P. Smith	540 Footman Landing, Merritt Island, FL 32952
Gregory A. Chambers	3225 Murrell Road, #14, Rockledge, FL 32955

ARTICLE IX. Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. Amendment

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14th day of December, 1999.

Edith P. Smith
Edith P. Smith

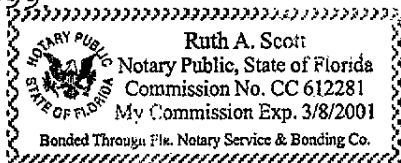
Gregory A. Chambers
Gregory A. Chambers

99 DEC 15 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared EDITH P. SMITH and GREGORY A. CHAMBERS, who are personally known to me and who did take an oath, and known by me as the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of December, 1999



Ruth A. Scott
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Edith P. Smith

EDITH P. SMITH,
As Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD:

The foregoing instrument was acknowledged before me this 14th day of December, 1999, by Edith P. Smith, who is personally known to me and who did take an oath.

Ruth A. Scott
Notary Public, State of Florida

