

**RUDEN
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ATTORNEYS AT LAW**

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P990000109268

December 13, 1999

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

100003072781--1
--12/16/99--01066--001
*****83.75 *****78.75

Re: C & P AUTO, INC.

Dear Sir or Madam:

Enclosed for filing are the proposed Articles of Incorporation for C & P AUTO, INC.

Also enclosed is a check in the amount of \$83.75 to cover the following:

- | | | |
|----|----------------------------|----------------|
| 1. | Filing fee | \$75.00 |
| 2. | Certified copy of Articles | 8.75 |
| | | <u>\$83.75</u> |

Please file the original Articles and forward a certified copy of the Articles to me at Post Office Box 49017, Sarasota, Florida 34230.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.

John M. Dart
John M. Dart

JMD
Enclosures

FILED
99 DEC 16 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAR 124:1

OK 12-20-99
FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ ST. PETERSBURG ■ SARASOTA ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

**ARTICLES OF INCORPORATION
OF
C & P AUTO, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is C & P AUTO, INC., and its mailing address is 410 Colonia Lane, East, Nokomis, Florida 34275.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue One Thousand (1,000) shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 410 Colonia Lane, East, Nokomis, Florida 34275, and the name of the initial registered agent of the corporation at that address is Paul J. Fiducia.

ARTICLE VI

INCORPORATOR: The name and address of the person signing these Articles as incorporator is:

FILED
DEC 16 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

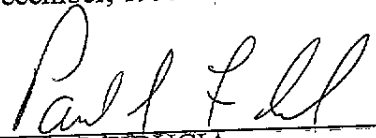
Name
Paul J. Fiducia

Address
410 Colonia Lane, East
Nokomis, Florida 34275

ARTICLE VII

CORPORATE EXISTENCE: This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this ____ day of December, 1999.

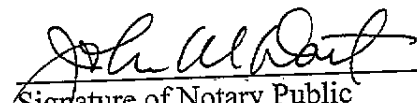


PAUL J. FIDUCIA

STATE OF FLORIDA

COUNTY OF SARASOTA

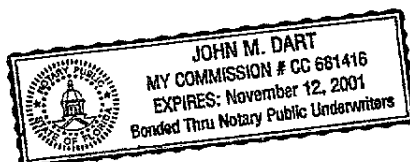
The foregoing instrument was acknowledged before me this 14th day of December, 1999, by Paul J. Fiducia, who is personally known to me or who produced _____ as identification and who did (did not) take an oath.



Signature of Notary Public
JOHN M. DART

Typed name of Notary Public

My Commission Expires:



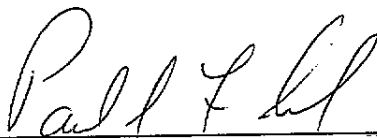
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: C & P AUTO, INC.
2. The name and address of the registered agent and office is:

Paul J. Fiducia
410 Colonia Lane, East
Nokomis, Florida 34275

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.



PAUL J. FIDUCIA

FILED
99 DEC 16 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA