

551072

The Law Offices of

ALBERTO M. CARBONELL

Attorney - At - Law
A Professional Association
2250 S.W. 3rd Avenue, Suite 205
Miami, Florida 33129
Telephone: [305] 860-5373
Facsimile: [305] 860-5375

April 29, 1997

Florida Department of State
Division of Corporations
Annual Report Filings P.O. Box 6327
Tallahassee, FL 32314

300002168043--1
-05/06/97--01107--016
*****35.00 *****35.00

Re: J & H Auto Repair, Inc.
Document #: 551072
Letter # 897A00014638

Gentlemen,

Please be advised that the undersigned is counsel for the above-referenced corporation. Mr. Luis D. Hernandez, who appears as Treasurer and Director on your records, resigned and divested himself from ownership or corporate responsibility for J & H Auto Repair, Inc. on December 1, 1995. Enclosed please find copies of the corresponding corporate documents. For some reason, his name appears on your 1997 records but should be removed from same. (I do not know if my client omitted to clarify this of your 1996 form or if the form was sent prior to his resignation in 1995, etc..) I also received your March 24, 1997 correspondence, a copy of which is attached and herewith enclose my check in the amount of Thirty Five (\$35.00) Dollars to cover your fee. Should you have any questions, please do not hesitate to contact our offices.

Very Truly Yours,

Alberto M. Carbonell, Esq.

Enc.

AMC/fm

OLD
Resignation
sf

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

FILED STATE
SECRETARY OF CORPORATIONS
97 MAY -2 AM 10:30

sf



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

Alberto M. Carbonell, Esquire
2250 S.W. 3rd Avenue, Suite 205
Miami, FL 33129

SUBJECT: J & H AUTO REPAIR, INC.
Ref. Number: 551072

We have received your document for J & H AUTO REPAIR, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

To resign as an officer/director, the enclosed resignation should be returned with a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 897A00014638

RECEIVED
97 MAY -1 AM 7:40
DIVISION OF CORPORATIONS

The Law Offices of
ALBERTO M. CARBONELL

*Attorney - At - Law
A Professional Association
2250 S.W. 3rd Avenue, Suite 205
Miami, Florida 33129
Telephone: [305] 860-5373
Facsimile: [305] 860-5375*

March 19, 1997

Florida Department of State
Division of Corporations
Annual Report Filings P.O. Box 6327
Tallahassee, FL 32314

Re: J & H Auto Repair, Inc.
Document #: 551072

Gentlemen,

Please be advised that the undersigned is counsel for the above-referenced corporation. Mr. Luis D. Hernandez, who appears as Treasurer and Director on your records, resigned and divested himself from ownership or corporate responsibility for J & H Auto Repair, Inc. on December 1, 1995. Enclosed please find copies of the corresponding corporate documents. For some reason, his name appears on your 1997 records but should be removed from same. (I do not know if my client omitted to clarify this of your 1996 form or if the form was sent prior to his resignation in 1995, etc..) Should you have any questions, please do not hesitate to contact our offices.

Very Truly Yours,


Alberto M. Carbonell, Esq.

Enc.

AMC/fm

RESIGNATION AND ASSIGNMENT OF SHARES

I, LUIS D. HERNANDEZ, Treasurer and Director of J & H AUTO REPAIR, INC., a Florida corporation do hereby tender my resignation as officer and director of said corporation, to take effect pursuant to the ACTIONS BY UNANIMOUS CONSENT IN WRITING BY THE BOARD OF DIRECTORS OF J & H AUTO REPAIR, INC. on December 1, 1995; pursuant to which this resignation is accepted.

Further, I assign to Julio Hernandez my aggregate 50 shares in said corporation, such that Julio Hernandez becomes a one hundred (100%) per cent owner of J & H AUTO REPAIR, INC. henceforth.

EXECUTED: December 1, 1995, Miami, Dade
County, Florida.

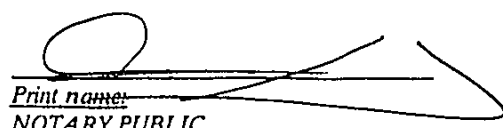

LUIS D. HERNANDEZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 10:30

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared LUIS D. HERNANDEZ, to me known to be the person who executed the above assignment and resignation or who provided the following identification: _____

FL. Drivers License


Print name:
NOTARY PUBLIC
State of Florida at Large.

My Commission Expires:



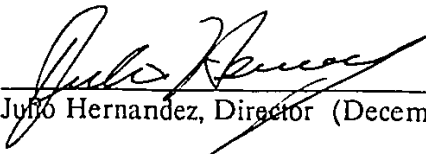
Alberto M. Carbonell
MY COMMISSION # CC520178 EXPIRES
December 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**ACTIONS BY UNANIMOUS CONSENT IN WRITING
BY THE BOARD OF DIRECTORS OF
J & H AUTO REPAIR, INC.**

The undersigned, constituting the Board of Directors of J & H Auto Repair, Inc., a Florida corporation, by Unanimous Consent in Writing pursuant to the authority contained in Florida Statute § 607.0821, without the formality of convening a meeting, does hereby severally and collectively consent to the following action of this corporation.

RESOLVED, that J & H Auto Repair, Inc. adopts and ratifies the sale and assignment of Luis D. Hernandez's corporate shares, real property and chattel property interests to Julio Hernandez. Julio Hernandez shall be authorized to execute any and all documents needed to consummate the herein resolved action on behalf of J & H Auto Repair, Inc.. Further J & H Auto Repair, Inc. accepts Luis D. Hernandez's resignation as Treasurer and Director for the company to take effect henceforth. J & H Auto Repair, Inc. further ratifies any and all past security interests granted by prior stockholder transfers while any outstanding debts therefor remain unsatisfied.

This Resolution shall take effect as of December 1, 1995.


Julio Hernandez, Director (December 1, 1995)