

P96000092082

LEZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRO AUTO WHOLESALES, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Received at Tallahassee
 11/08/96 11:30 AM
 11/08/96 11:30 AM

ARTICLES OF INCORPORATION
OF
PRO AUTO WHOLESALERS, CORP.

FILED
1987-03-11 10:10
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE I

The name of the corporation shall be Pro Auto Wholesalers, Corp. The principal place of business of this corporation shall be 6892 S.W. 130th Avenue, Miami, Florida 33183.

ARTICLE II

The Corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

ARTICLE III

The general nature of the business to be carried out by the Corporation is as follows:

1. To engage in any activity or business permitted under the laws of the United States of America.
2. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this State or throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any other state; and
3. To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is One Hundred (100), with a par value of Ten Dollars (\$10.00) per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation,

the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

ARTICLE VI

The name and street address of the initial registered agent of the Corporation is:

Grisel M. Gomez
6892 S.W. 130th Avenue
Miami, FL 33183

ARTICLE VII

The names and the post office addresses of the first Directors of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of the existence of the Corporation or until their successor(s) are elected and qualified are:

Grisel M. Gomez
6892 S.W. 130 Avenue
Miami, Florida 33183

A Board of Directors consisting of not less than one (1) nor more than Seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise prescribed by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLES VIII

The Corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLES IX

The Corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE X

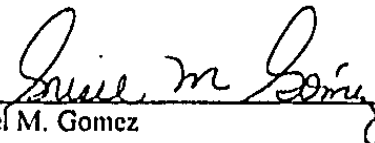
The name and address of the incorporator is as follows:

Grisel M. Gomez
6892 S.W. 130th Avenue
Miami, FL 33183

ARTICLE XI

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 subscriber has executed these Articles of Incorporation this 6th day of Nov, 1996.



Grisel M. Gomez

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

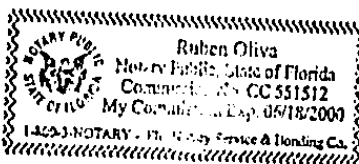
BEFORE ME, the undersigned authority, Ruben Oliva personally appeared Grisel M. Gomez to me known to be the person described in or has produced R.O. as identification, who did take an oath and who subscribed to the above Articles of Incorporation, and who did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 6th day of Nov, 1996.



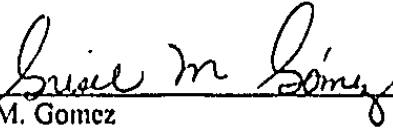
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I having been named registered agent to accept service of process for Pro Auto Wholesales, Corp., at the place designated in the Articles of Incorporation hereinabove set fort, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent.



Grisel M. Gomez
6892 S.W. 130th Avenue
Miami, FL 33183

RECEIVED
NOV - 8 PM 1:40
TALLAHASSEE, FLORIDA

P96000092082

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE, SUITE 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

REGISTRATION DIVISION
TALLAHASSEE, FLORIDA
*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRO AUTO WHOLESALE CORPORATION
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
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<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*5/8
gdm
Amend*

RECEIVED
 97 MAY - 8 PM 1:04
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 97 MAY - 7 AM 10:26
 DIVISION OF CORPORATION

4

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

LAZARUS

MIAMI, FL

SUBJECT: PRO AUTO WHOLESALERS, CORP.
Ref. Number: P96000092082

We have received your document for PRO AUTO WHOLESALERS, CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 797A00024151

RECEIVED
97 MAY -8 AM 10:42
DIVISION OF CORPORATION

TO
ARTICLES OF INCORPORATION
OF

PRO AUTO WHOLESALERS, CORP.

97 MAY -8 PM 1:04

(present name)

SECRETARY: [REDACTED]
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI - AMENDING DIRECTORS

PLEASE DELETE GRISEL H GOMEZ AS THE PRESIDENT OF THE COMPANY

THE NEW OWNER OF THE COMPANY EFFECTIVE AS OF JANUARY 1, 1997 IS
LUIS E. GOMEZ - PRESIDENT
MARCELO BEYPA - SECRETARY

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 5/1/97

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1 day of MAY, 19 97.

Signature

Grisel M Gomez

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GRISEL M GOMEZ.

Typed or printed name

PRESIDENT / INCORPORATOR

Title