

P 97000024009

FILED

Law Offices of  
PAUL R. SASSO  
28 West Flagler Street  
Suite 505  
Miami, Florida 33130  
(305) 358-6654 Telephone  
(305) 358-6652 Facsimile

97 MAR 10 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 6, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000002108420--7  
-03/10/97--01085--021  
\*\*\*\*122.50 \*\*\*\*122.50

Re: L & S MOTOR AND TRANSMISSION REPAIR, INC.

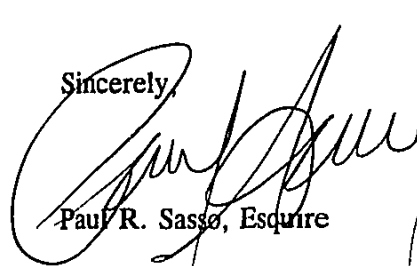
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, a domestic profit corporation, and a check in the amount of \$70.00 representing the payment of the following fees:

Filing Fees	35.00
Registered Agent Designation	35.00
Certification	52.50
	<hr/>
	\$ 122.50
	=====

If you have any questions, please contact the undersigned.

Sincerely,



Paul R. Sasso, Esquire

PRS/agc  
Enclosures

AT  
3/18/97

**ARTICLES OF INCORPORATION**  
**OF**  
**L & S MOTOR AND TRANSMISSION REPAIR, INC.**

**FILED**

97 MAR 10 AM 10:57

SECRETARY OF STATE  
TRANSMISSION  
FLORIDA

The undersigned acting as an Incorporator of L & S MOTOR AND TRANSMISSION REPAIR, INC., under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be L & S MOTOR AND TRANSMISSION REPAIR, INC.

**ARTICLE II - PURPOSE**

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1330 N.W. 54th Street, Miami, Florida 33127.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

**ARTICLE VI - COMMENCEMENT OF EXISTENCE**

The existence of this corporation will commence on <sup>March</sup> February 10, 1997 which is within five (5) business days of the filing date of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS**

The street address of the initial registered office of the corporation is 28 West Flagler Street,

Suite 505, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is Paul R. Sasso, Esquire.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial member of the board of directors is:

**LLOY WADE  
1330 N.W. 54TH STREET  
Miami, Florida 33127**

#### **ARTICLE IX - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### **ARTICLE X - INCORPORATOR(S)**

The name and street address of the incorporator is:

**LLOY WADE  
1330 N.W. 54TH STREET  
Miami, Florida 33127**

#### **ARTICLE XI - BYLAWS**

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

#### **ARTICLE XII - MEETINGS**

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action



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

**FILED**  
97 MAR 10 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: L & S MOTOR AND TRANSMISSION REPAIR, INC.

2. The name and address of the registered agent and office is:

PAUL R. SASSO, ESQUIRE  
28 West Flagler Street  
Suite 505 - Courthouse Plaza  
Miami, Florida 33130

SIGNATURE *Lloyd Wade*  
TITLE Director - President  
DATE 3-5-97

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.

SIGNATURE *Paul R. Sasso*  
DATE 3-5-97