

PAYMENTS

LAZARUS COMPANY SERVICES INC
 (Corporation Name)
 100 S.W. 37 AVENUE SUITE 1
 (Address)
 MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLHASSEE

Office Use Only

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

1. GABY PAINT & BODY SHOP INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #) 300002301179--5
 -09/23/97--01077--014
 ****122.50 ****122.50
4. _____
 (Corporation Name) (Document #)

- 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

Handwritten signature and date: 9/23

FILED
 97 SEP 23 PM 12:42
 97 SEP 23 PM 11:19
 DEPARTMENT OF CORPORATION

Examiner's Initials	
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**FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

I Jorge Castro give full authorization to Hembly O. Euler to use the name of my previous corporation Gaby Paint & Body Shop, Inc. Enclosed you will find attached with this letter the new articles of incorporation for Gaby Paint & Body Shop, Inc along with the articles of dissolution for the old corporation. Hembly O. Euler wishes to keep the same name to the new corporation so that she can establish her own business now that the name is available due the dissolution of my previous corporation.

Date: September 2, 1997

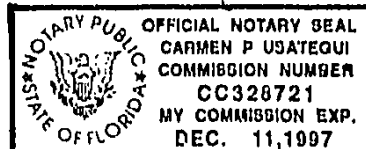


**JORGE CASTRO
PRESIDENT**

**STATE OF FLORIDA
COUNTY OF DADE**

Sworn to and subscribed before me this 2nd day of
September 1997


NOTARY PUBLIC



FILED

97 SEP 23 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GABY PAINT & BODY SHOP, INC

We, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

GABY PAINT & BODY SHOP, INC
3455 N.W. 37TH STREET
MIAMI, FL 33142

ARTICLE II

This corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statues of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) Generally, to make and perform automotive paint & body repair of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
----- 1000	----- \$1.00	----- Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the preemptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence on the day its Articles of Incorporation are filed with Florida's Secretary of State, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 3455 N.W. 37th St, Miami, Florida 33142 with the privilege of having its offices and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be Hembly O. Euler.

ARTICLE VI

This corporation shall have no directors. The business of the corporation shall be managed by stockholders of the corporation in accordance with the Florida Statutes.

ARTICLE VII

The name and address of the initial officers of the corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified shall be:

PRESIDENT:	HEMBLY O. EULER	% Of Shares
	3455 N.W. 37TH ST	100%
	MIAMI, FLORIDA 33142	

ARTICLE VIII

The name and address of the incorporator is:

HEMBLY O. EULER
3455 N.W. 37TH ST
MIAMI, FLORIDA 33142

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested

may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named,, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand seal this 2nd day of September, 1997.



HEMBLY O. EULER,
PRESIDENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HEMBLY O. EULER to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being sworn under oath, acknowledge before me that he executed the same for the purpose therein expressed.

**CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following
is submitted:

First, that **GABY PAINT & BODY SHOP, INC** desiring to
organize under the laws of the State of Florida with it's
Principal office, as indicated in the articles of
incorporation at the City of Miami, County of Dade State of
Florida has named **HEMBLY O. EULER** located at **3455 N.W. 37TH
ST, MIAMI, FL 33142** as it's agent to accept services proces
within this state.

County of Dade, State of Florida, as it's statutory
registered agent.

Having been named the statutory agent of the above
corporation at the place designated in this certificate , I
hereby accept the same and agree to act in this capacity, and
agree to comply with the provisions of Florida law relative
to keeping the registered office open.

By: _____

**HEMBLY O. EULER
REGISTERED AGENT**

Dated this 2nd day of Sept 1997

97 SEP 23 PM 12:42
STATE OF FLORIDA
TALLAHASSEE

FILED