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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002450333-3
 -03/09/98-01030-023
 *****78.75 *****78.75

OFFICE USE ONLY

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

1. B & C AUTO CENTER INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 98 MAR -9 PM 12:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- 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
 98 MAR -9 AM 11:14
 DIVISION OF CORPORATION

K. Rolfe MAR 9 1998

Examiner's Initials

FILED
98 MAR -9 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

B & C AUTO CENTER INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

B & C AUTO CENTER INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5610 E 8th AVE HIALEAH FL. 33013

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES OF \$5.00 EACH (\$500.00)

ARTICLE IV: INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is:

CESAR O. MARTINEZ 1136 NW 32nd CT MIAMI FL. 33125

ARTICLE V: INCORPORATOR(S)

The name(s) and street address (es) of the incorporator (s) to these Articles of Incorporation is (are):

**CESAR O. MARTINEZ 1136 NW 32nd CT MIAMI FL. 33125
MERUS BENOIT 115 NE 54th ST MIAMI FL. 33187**

ARTICLE VI: DIRECTOR(S)

The name(s) of the director (s) in this corporation is (are):

CESAR O. MARTINEZ - PRESIDENT
MERUS BENOIT - VICE PRESIDENT

The undersigned has (have) executed these Articles of Incorporation
this 3 Days of March, 1998.



Signature/Title



Signature/Title

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

Pursuant to the provisions of Section 607.325, 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:

B & C AUTO CENTER INC.

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

CESAR O. MARTINEZ
1136 NW 32nd CT
HIALEAH FL. 33013

SIGNED: *Merus Benoit*
(Corporate Officer)

TITLE: _____

DATE: 3-3-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: *CM*

DATE: 3-3-98

REGISTERED AGENT FILING FEE: \$20.00

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TALLAHASSEE, FLORIDA

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