

P98000054487

10837 S. W. 74th Street  
Miami, Florida 33173  
June 3, 1998

Secretary of State  
Corporations Division  
P. O. Box 6327 Tallahassee, FL 32314

Re: EGA Auto Electric Corp.

900002550999-- 4  
-06/08/98--01062--009  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation together with our check in the amount of \$122.50 representing filing fees for same.

We would appreciate your forwarding a certified copy of the Articles once filed in the self-addressed, stamped envelope enclosed herewith.

Thank you for your cooperation in this matter.

Sincerely,



Maria Argueta

/ma

Enclosures

FILED  
98 JUN 17 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W98-13320

nc 6/18/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1998

MARIA ARGUETA  
10837 S.W. 74TH STREET  
MIAMI, FL 33173

SUBJECT: EGA AUTO ELECTRIC CORP.  
Ref. Number: W98000013320

We have received your document for EGA AUTO ELECTRIC CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

PROFIT CORPORATIONS ARE FILED UNDER CHAPTER 607 PLEASE CHANGE THE NUMBER IN ARTICLES.

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 798A00032542

**ARTICLES OF INCORPORATION**

**OF**

**EGA AUTO ELECTRIC CORP.**

FILED

98 JUN 17 AM 10:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Business Corporation under Chapter 607 of the Laws of the State of Florida.

**ARTICLE I - NAME & ADDRESS**

The name of this corporation is EGA AUTO ELECTRIC CORP. and its mailing address is 10837 S.W. 74 St., Miami, FL 33173.

**ARTICLE II - DURATION**

This corporation is to commence its corporate existence on the date on the execution and acknowledgement of these articles that shall exist perpetually thereafter until dissolved according to laws.

**ARTICLE III - PURPOSE**

The corporation is organized with the purpose of transacting any and all lawful business in any manner relating to rebuilding starters and alternators for automobiles.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue 100 shares of \$1.00 par value common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for consideration, having a value not less than the par value of the shares, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in

labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration has been paid. Thereafter, the share shall be deemed to be fully paid and non-assessable.

#### **ARTICLE V - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed, under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed on the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons that shall be provided by the shareholders.

The corporation shall have two Directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and street address of the initial Directors who shall hold office until their successor, who shall be chosen at the first meeting of the shareholders, as qualified, shall be:

**Name and Title:**

ELOY G. ARGUETA, President

**Address:**

3117 N.W. 27th Ave.  
Miami, FL 33142

**Name and Title:**

Maria Argueta, Vice-Pres./Secretary

**Address:**

3117 N.W. 27th Ave.  
Miami, FL 33142

**ARTICLE VI - INDEMNIFICATION**

The corporation shall indemnify any present or former Officer or Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

**ARTICLE VII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors or the shareholders; but the Board of Directors may not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VIII - AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendment, and any right conferred on the shareholders subject to these reservations.

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporators to these articles are:

**Name and Title:**

Eloy G. Argueta, President  
3117 N.W. 27 Ave.  
Miami, FL 33142

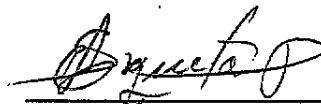
**ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered offices of the corporation are :

3117 N.W. 27th Avenue, Miami, Florida 33142,

and the name of the initial registered agents of the corporation at those addresses are: ELOY G. ARGUETA.

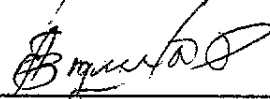
**IN WITNESS WHEREOF**, the above stated Directors have executed these Articles of Incorporation this 1<sup>st</sup> day of June, 1998.



ELOY G. ARGUETA  
INCORPORATOR

**ACCEPTANCE**

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.



ELÖY G. ARGUETA  
Registered Agent  
3117 N.W. 27th Avenue  
Miami, FL 33142

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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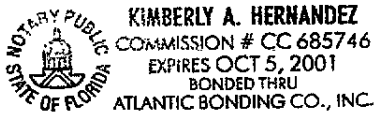
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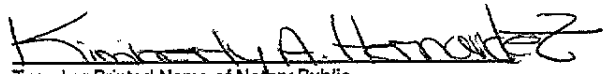
STATE OF FLORIDA )  
 )ss  
COUNTY OF DADE )

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ELOY G. ARGUETA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form(s) of identification of the above-named person:  
PERSONAL KNOWLEDGE

**WITNESS** my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of June, 1998.

My Commission Expires:



  
NOTARY PUBLIC, STATE OF FLORIDA  
  
Typed or Printed Name of Notary Public

FILED  
98 JUN 17 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA