

526430  
LAW OFFICES  
ENGLANDER & FISCHER, P.A.

5959 Central Avenue  
Suite 201  
St. Petersburg, FL 33710

Post Office Box 47428  
St. Petersburg, FL 33743-7428

Leonard S. Englander  
H. James Fischer  
Terry L. Hirsch  
Terrence S. Bucherl

Phone (813) 341-2800  
Fax (813) 347-5300

December 18, 1996

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

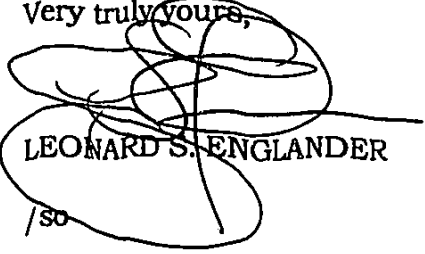
Re: **Vette Brakes & Products, Inc.**

Gentlemen:

Enclosed please find the Articles of Amendment to the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$87.50 to cover your filing fee and the fee for a certified copy.

Please file the original and return to me a certified copy of the same. Thank you. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
LEONARD S. ENGLANDER

/s/

Enclosures

Amend

VS FEB 24 1997

FILED  
97 FEB 20 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
200002034822--1  
-12/20/96--01034--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 3, 1997

LEONARD S. ENGLANDER  
POST OFFICE BOX 47428  
ST. PETERSBURG, FL 33743-7428

SUBJECT: VETTE BRAKES & PRODUCTS, INC.  
Ref. Number: 526430

We have received your document for VETTE BRAKES & PRODUCTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please specify which article number you are amending, adding, or deleting.

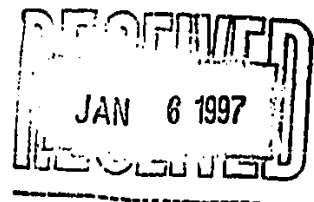
The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 097A00000261



LAW OFFICES

ENGLANDER & FISCHER, P.A.

5959 Central Avenue

Suite 201

St. Petersburg, FL 33710

Post Office Box 47428

St. Petersburg, FL 33743-7428

Leonard S. Englander  
H. James Fischer  
Terry L. Hirsch  
Terrence S. Buchert

Phone (813) 341-2800  
Fax (813) 347-5300

January 20, 1997

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

**Re: Vette Brakes & Products, Inc.**  
**Ref. No. 526430**

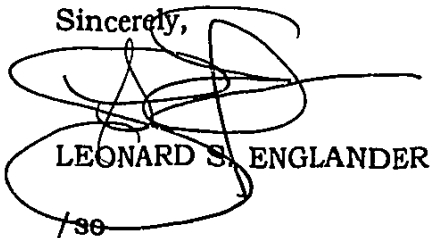
Dear Madam:

Enclosed please find an original and one copy of our revised Articles of Amendment to Articles of Incorporation and Consent of Registered Agent, incorporating the changes noted in your letter of January 3, 1997. I have also enclosed a copy of your letter for your reference.

Kindly file these changes and furnish us with a certified copy of the same. Our fee of \$87.50 was sent with our initial letter, and you are in receipt of same.

Should you have any further questions about these documents, please do not hesitate to contact me.

Sincerely,



LEONARD S. ENGLANDER

Enclosures

RECEIVED  
97 JAN 24 AM 9:07  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 30, 1997

LEONARD S. ENGLANDER  
POST OFFICE BOX 47428  
ST. PETERSBURG, FL 33743-7428

SUBJECT: VETTE BRAKES & PRODUCTS, INC.  
Ref. Number: 526430

We have received your document for VETTE BRAKES & PRODUCTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 297A00004814

LAW OFFICES

ENGLANDER & FISCHER, P.A.

5959 Central Avenue

Suite 201

St. Petersburg, FL 33710

Post Office Box 47428

St. Petersburg, FL 33743-7428

Leonard S. Englander  
H. James Fischer  
Terry L. Hirsch  
Terrence S. Bucheri

Phone (813) 341-2800  
Fax (813) 347-5300

February 14, 1997

Ms. Velma Shepard  
Corporate Specialist  
Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Vette Brakes & Products, Inc.**  
**Ref. No. 526430**

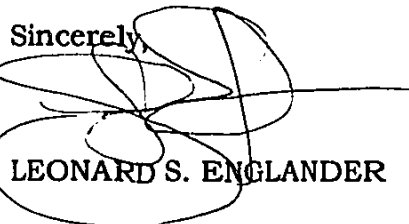
Dear Ms. Shepard:

Enclosed please find our paperwork regarding the above which now includes a Certificate of Adoption of Articles of Amendment.

As requested, I am also enclosing a copy of your January 30 letter which references this matter.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to be "LEONARD S. ENGLANDER", written over a circular stamp or seal.

/s/

Enclosures

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
VETTE BRAKES & PRODUCTS, INC.,  
a Florida corporation

FILED  
97 FEB 20 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation amends its Articles of Incorporation to the form attached hereto. The original Articles of Incorporation were filed with the office of the Secretary of State of the State of Florida on February 23, 1977, as Charter Number 526430.

Vette Brakes & Products, Inc.,  
a Florida corporation

Angelo Gonzalez  
ANGELO GONZALEZ, Pres.

Josephine Gonzalez  
JOSEPHINE GONZALEZ, Sec.

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 14<sup>th</sup> day of January, 1997, by ANGELO GONZALEZ and JOSEPHINE GONZALEZ, President and Secretary of VETTE BRAKES & PRODUCTS, INC., respectively, who are personally known to me or who have produced as identification and who did (did not) take an oath.

Judith Quinn-Routzong  
Name: JUDITH QUINN-ROUTZONG  
NOTARY PUBLIC  
State of Florida at Large  
Commission No. CC 580993  
(Seal)  
My Commission Expires: Dec. 3, 2000



JUDITH QUINN-ROUTZONG  
Notary Public - State of Florida  
COMMISSION # CC 580993  
EXPIRES DEC 3, 2000

**CERTIFICATE OF ADOPTION OF  
ARTICLES OF AMENDMENT**

The undersigned, constituting all of the stockholders and all of the members of the corporation's board of directors, certify that at a joint meeting of the stockholders and directors of the corporation, the attached Articles of Amendment to the Articles of Incorporation of Vette Brakes & Products, Inc. were unanimously adopted.

  
ANGELO GONZALEZ

  
JOSEPHINE GONZALEZ

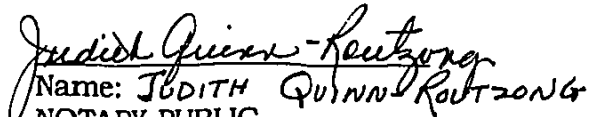
  
GARY GONZALEZ

  
ALAN GONZALEZ

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 10<sup>th</sup> day of February, 1997, by ANGELO GONZALEZ, who is personally known to me, or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



  
Name: JUDITH QUINN-ROUTZONG  
NOTARY PUBLIC  
State of Florida at Large  
Commission No.: CC 580993  
(Seal)  
My Commission Expires: DEC. 3, 2000

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 10<sup>th</sup> day of February, 1997, by JOSEPHINE GONZALEZ, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



*Judith Quinn-Routzong*  
Name: JUDITH QUINN-ROUTZONG  
NOTARY PUBLIC  
State of Florida at Large  
Commission No.: CC 580993  
(Seal)  
My Commission Expires: DEC. 3, 2000

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 10<sup>th</sup> day of February, 1997, by GARY GONZALEZ, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



*Judith Quinn-Routzong*  
Name: JUDITH QUINN-ROUTZONG  
NOTARY PUBLIC  
State of Florida at Large  
Commission No.: CC 580993  
(Seal)  
My Commission Expires: DEC. 3, 2000



STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 10<sup>th</sup> day of February, 1997, by ALAN GONZALEZ, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



*Judith Quinn-Routzong*  
Name: JUDITH QUINN-ROUTZONG  
NOTARY PUBLIC  
State of Florida at Large  
Commission No.: CC 580993  
(Seal)  
My Commission Expires: DEC. 3, 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**VETTE BRAKES & PRODUCTS, INC., a**  
**Florida corporation**

**ARTICLE I**

**Name**

1.1. The name of the corporation is **VETTE BRAKES & PRODUCTS, INC.**

**ARTICLE II**

**Duration**

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

4.1 The total number of authorized shares of the capital stock of this corporation is 200 shares, divided into two classes, Class A stock and Class B stock. The total number of shares of Class A stock is 150 shares. The total number of shares of Class B stock is 50 shares. Class B stock shall have no voting rights whatsoever.

## **ARTICLE V**

### **Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

## **ARTICLE VI**

### **Registered Office and Agent**

6.1 The street address of the registered office of this corporation is 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the name of the registered agent of this corporation is Leonard S. Englander, Esq.

## **ARTICLE VII**

### **Principal Office and Mailing Address**

7.1 The ~~initial~~ principal office of this corporation is located at 7490 - 30 Avenue North, St. Petersburg, FL 33710, and the corporation's initial mailing address shall be the same.

## **ARTICLE VIII**

### **Board of Directors**

8.1 This corporation shall have four (4) directors.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The names and addresses of the directors of this corporation are:

ANGELO GONZALEZ  
7490 - 30 AVENUE NORTH  
ST. PETERSBURG, FL 33710

JOSEPHINE GONZALEZ  
7490 - 30 AVENUE NORTH  
ST. PETERSBURG, FL 33710

GARY GONZALEZ  
7490 - 30 AVENUE NORTH  
ST. PETERSBURG, FL 33710

ALAN GONZALEZ  
7490 - 30 AVENUE NORTH  
ST. PETERSBURG, FL 33710

#### **ARTICLE IX**

##### **Incorporators**

9.1 The name and address of the persons signing these Articles are the Corporation's existing shareholders:

ANGELO GONZALEZ  
7490 - 30 AVENUE NORTH  
ST. PETERSBURG, FL 33710

JOSEPHINE GONZALEZ  
7490 - 30 AVENUE NORTH  
ST. PETERSBURG, FL 33710

#### **ARTICLE X**

##### **Indemnification**

10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI**

**Amendment**

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on Jan. 14, 1997.

Angelo Gonzalez  
ANGELO GONZALEZ,  
Incorporator

Josephine Gonzalez  
JOSEPHINE GONZALEZ,  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

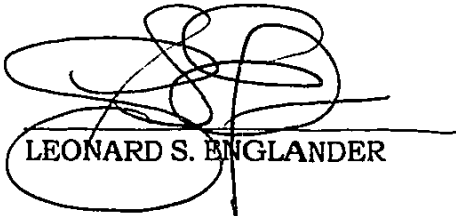
THE FOREGOING instrument was acknowledged before me this 14<sup>th</sup> day of January, 1997, by ANGELO GONZALEZ and JOSEPHINE GONZALEZ, who are personally known to me or who have produced \_\_\_\_\_ as identification and who did (did not) take an oath.

Judith Quinn-Routzong  
Name: JUDITH QUINN-ROUTZONG  
NOTARY PUBLIC  
State of Florida at Large (Seal)  
Comm. No.: CC 580993  
My Commission Expires: DEC. 3, 2000



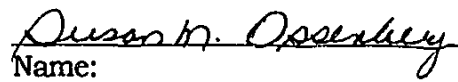
**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for VETTE BRAKES & PRODUCTS, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

  
LEONARD S. ENGLANDER

STATE OF FLORIDA  
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 17 day of January, 1997, by LEONARD S. ENGLANDER, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Name:  
NOTARY PUBLIC  
State of Florida at Large (Seal)  
Comm. No.:  
My Commission Expires:

