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LAO OFFICE

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*North Miami, Florida 33181*

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SUITE 1040  
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520

"FAX" (305) 899-9213

February 3, 2000

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

Re: 7th Avenue Transmission Shop, Inc.

To Whom It May Concern:

Please be advised that the undersigned represents the  
incorporators of 7TH AVENUE TRANSMISSION SHOP, INC.

Pursuant to same, I am herewith enclosing an original and copy of  
my client's fully executed Articles of Incorporation which I  
would appreciate your filing.

I am also enclosing my check in the amount of \$75.00 as and for  
payment of your filing fee.

Upon the filing of these documents, I would also appreciate your  
forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR/ks  
Encs.  
A:\Corp-Rec.Ltr

FILED  
2000 FEB -7 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell FEB 10 2000

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

7TH AVENUE TRANSMISSION SHOP, INC.

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THE UNDERSIGNED does hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

7TH AVENUE TRANSMISSION SHOP, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing transmission and related repair services, including but not limited to the rebuilding, installing, selling, purchasing and manufacturing of transmissions and other repairs together with any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

(100) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those

conferred by the bylaws of the Corporation and the laws of the State of Florida.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

4500 Northwest 7th Avenue  
Miami, Florida 33127

#### ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Marilis Sierra, and the Registered Office shall be located at: 4500 Northwest 7th Avenue, Miami, Florida 33127, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

#### ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer

or officers who shall serve until the first election by the Board

of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
MARILIS SIERRA	President	4500 N. W. 7th Ave.
	Vice President	Miami, Fl. 33127
	Secretary	
	Treasurer	

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marilis Sierra	4500 Northwest 7th Avenue Miami, Florida 33127

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marilis Sierra	4500 Northwest 7th Ave. Miami, Florida 33127

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be

indemnified by the Corporation for all expenses and liabilities,

including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS


That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I, have hereunto set my hand and seal at

Dade County, Florida, this 26 day of JANUARY, 2000.

 (SEAL)  
MARILIS SIERRA

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this  
26 day of January, 2000, by MARILIS SIERRA, who is personally  
known to me or has produced FL-DRIVER LIC. as identification  
and who did (did not) ☒ take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires: 6-7-2001

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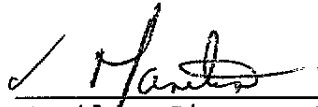
NOTARY PUBLIC - STATE OF FLORIDA  
GREGORY J. PHELAN  
COMMISSION #CC647169  
EXPIRES 6/7/2001  
BONDED THRU ASA 1-888-NOTARY1

FILED

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CERTIFICATE ACCEPTING DESIGNATION SECRETARY OF STATE  
AS REGISTERED AGENT TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of 7TH AVENUE TRANSMISSION SHOP, INC. and agree  
to serve as its Registered Agent, to accept service of process  
within the State as its Registered Office located at:  
4500 Northwest 7th Avenue, Miami, Florida 33127.

  
\_\_\_\_\_  
Marilis Sierra, Registered  
Agent