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LAW OFFICES OF

*Jeffrey A. Jacobs, P.A.*  
*Attorney at Law*

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2330 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

JEFFREY A. JACOBS  
BRIAN D. GLATZER

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E-MAIL: attorney@jjacobsllawoffice.com

February 2, 2000

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100003126101--8  
-02/07/00--01114--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Accurate Environmental Systems, Inc.

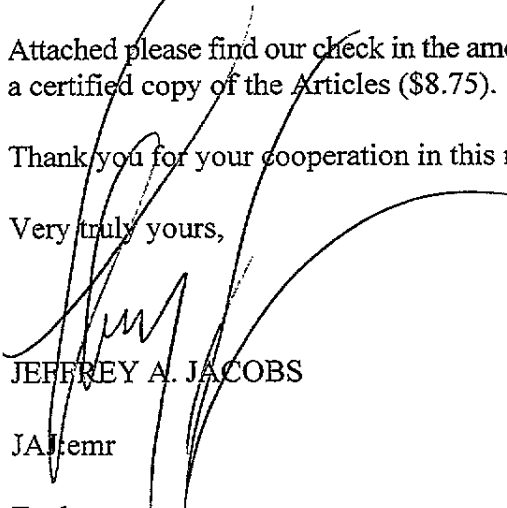
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation as concerns the above captioned corporation. Please forward a copy of the Incorporated documents to our office.

Attached please find our check in the amount of \$78.75 in and for the incorporation fee (\$70.00) and a certified copy of the Articles (\$8.75).

Thank you for your cooperation in this matter.

Very truly yours,

  
JEFFREY A. JACOBS

JAJ:emr

Encl.

B. BROWN FEB 14 2000

## **ARTICLES OF INCORPORATION**

OF

ACCURATE ENVIRONMENTAL SYSTEMS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation under the law of the State of Florida.

### **ARTICLE I NAME**

The name of this corporation is: ACCURATE ENVIRONMENTAL SYSTEMS, INC.

### **ARTICLE II DURATION**

This corporation shall exist perpetually, unless sooner dissolved according to law.

### **ARTICLE III PURPOSE**

This corporation is organized for the purpose of all matters relating to the buying, selling and distribution of oil filters and car care products and any and all other lawful business associated with same or otherwise and permitted under the laws of the United States and the State of Florida necessary to effectuate this.

### **ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock initially, which shall be designated "Common Shares".

### **ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 7930 N.W. 36 Street, #332, Miami, Florida 33166 and the name of the initial registered agent of this corporation is LAW OFFICES OF JEFFREY A. JACOBS, P.A. and their address is 2330 Ponce de Leon Blvd., Suite 201, Coral Gables, Florida 33134.

**ARTICLE VII  
INCORPORATORS**

The name and address of the persons signing these articles is:

NAME	ADDRESS
Esteban Torres	7930 N.W. 36 Street, #332 Miami, Florida 33166
Martin Joseph Bretz	7930 N.W. 36 Street, #332 Miami, Florida 33166

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have two (2) officers initially. The number of officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names, positions, and addresses of the initial officers of this corporation are:

NAME	ADDRESS
Esteban Torres/President	7930 N.W. 36 Street, #332 Miami, Florida 33166
Martin Joseph Bretz/Vice President	7930 N.W. 36 Street, #332 Miami, Florida 33166

**ARTICLE IX  
BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

## **ARTICLE X RESTRICTIONS ON TRANSFER OF STOCK**

The Shares of capital stock of this corporation shall be issued initially to the following persons. And the amount of shares each person is to receive the amount set opposite to his name:

Esteban Torres            50%

Martin Joseph Bretz    50%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining initial shareholder(s) or to the corporation. And the remaining shareholder(s) shall have ninety (90) days to purchase same. The price and any other terms of the sale shall be further specified by written agreement among all of the shareholders of this corporation.

## **ARTICLE XI MANAGEMENT OF CORPORATION OFFICERS**

All corporate powers shall be exercised by or under the authority of the Officers of this corporation and the business affairs of this corporation shall be managed under the direction of the Officers of this corporation.

## **ARTICLE XII POWERS**

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees in accordance with the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with,

share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter its By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

### **ARTICLE XIII**

#### **DIRECTORS RESIDENCY AND COMPENSATION**

The residency requirements of the officers and directors is as required by law.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors and officers of this corporation.

### **ARTICLE XIV**

#### **DIRECTORS AND OFFICERS QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of majority of the directors, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

A majority of the officers shall constitute a quorum for a meeting of the officers.

If a quorum is present, the affirmative vote of majority of the officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the officers present and voting shall be the act of the Officers.

**ARTICLE XV  
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

**ARTICLE XVI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XVII  
RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

**ARTICLE XVIII  
MEETINGS BY CONFERENCE TELEPHONE**

The Officers of this corporation may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX  
ACTION BY DIRECTORS WITHOUT A MEETING**

The Officers of this corporation may take action by written consent as provided by law.

**ARTICLE XX  
ELECTION OF DIRECTORS AND FILING OF VACANCIES**

The Officers of this corporation shall be chosen at the annual meeting of the stockholders.

**ARTICLE XXI  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

## **ARTICLE XXII AMENDMENT**

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

## **ARTICLE XXIII CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

## **ARTICLE XXIV REDUCTION OF STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the Officers where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

## **ARTICLE XXV TRANSACTIONS BETWEEN SIMILARLY HELD ENTITIES**

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Officers of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any officer of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is an officer or director of such subsidiary or controlled company.

## **ARTICLE XXVI**

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscribers, ESTEBAN TORRES and MARTIN JOSEPH BRETZ, have executed these Articles of Incorporation this 24 day of January, 2000.

  
ESTEBAN TORRES, subscriber

  
MARTIN JOSEPH BRETZ, subscriber

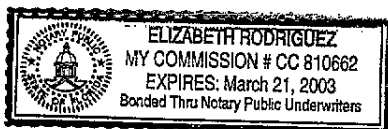
STATE OF FLORIDA   )  
                                      : SS  
COUNTY OF DADE   )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ESTEBAN TORRES and MARTIN JOSEPH BRETZ, known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24 day of January, 2000.

  
Notary Public, State of Florida

My Commission Expires:





**ACCEPTANCE OF REGISTERED AGENT**

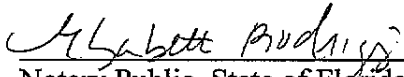
I, JEFFREY A. JACOBS, hereby accept appointment as resident agent with reference to the within corporation.

  
\_\_\_\_\_  
JEFFREY A. JACOBS

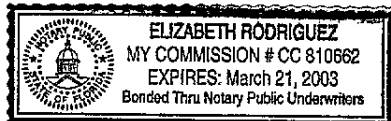
STATE OF FLORIDA    )  
                                      : SS  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey Jacobs known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 26 day of January, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida

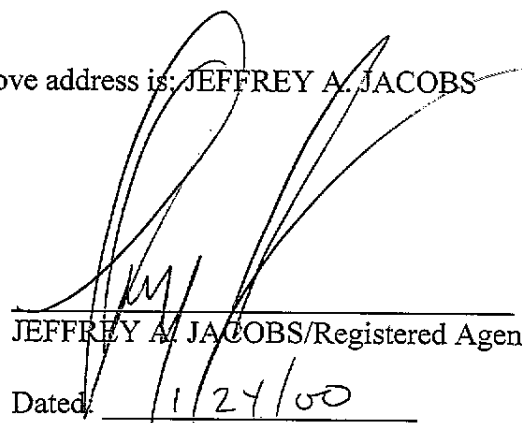
My Commission Expires:



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

Pursuant to the provisions of section 607.0501, 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: Accurate Environmental Systems, Inc.
2. The name and address of the registered agent and office is:  
LAW OFFICES OF JEFFREY A. JACOBS, P.A.  
2330 Ponce de Leon Boulevard  
Suite 201  
Coral Gables, Florida 33134
3. The name of the Registered Agent at the above address is: JEFFREY A. JACOBS

  
\_\_\_\_\_  
JEFFREY A. JACOBS/Registered Agent

Dated: 1/24/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:   
\_\_\_\_\_

DATED : 1/24/00