

P00000020401

ALTERNATOR-STARTER CENTER, INC.
P. O. BOX 574273
ORLANDO, FLORIDA 32857-4273

February 14, 2000

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

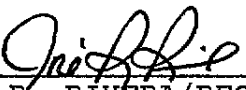
Dear Sir/Madam:

Enclosed you will find an original and a copy of the Articles of Incorporation for the above named corporation. Please file the original and return to us a certified copy of the Articles of Incorporation and a Certificate of Status.

Attached you will find a money order in the amount of \$ 87.50 to cover the costs of incorporation.

Respectfully yours,

500003138235--6
-02/17/00-01032-011
*****87.50 *****87.50


JOSE R. RIVERA/REGISTERED AGENT
P.O. BOX 574273
ORLANDO, FLORIDA 32857-4273

attached: 1. Articles of Incorporation
(Original & copy)
2. Money Order # 1350401184, in the amount of
\$ 87.50.

FILED
00 FEB 28 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 28 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 22, 2000

JOSE R. RIVERA
PO BOX 574273
ORLANDO, FL 32857-4273

SUBJECT: ALTERNATOR-STARTER CENTER, INC.
Ref. Number: W00000004851

We have received your document for ALTERNATOR-STARTER CENTER, 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):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 600A00009494

FILED

00 FEB 28 PM 12:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALTERNATOR-STARTER CENTER, INC.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ALTERNATOR-STARTER CENTER, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not limitation of such powers, shall also have the power:

a) To built, rebuilt and repair all kinds of starters, alternators, generators, and any type of related electrical work as it relates to this type of business.

b) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, nor or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interest in lands and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfer of corporate indebtedness as required.

e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by or any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

g) To enter into, make perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any persons, firm, association or corporation; and to transact any further any other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

i) To engage in any and all lawful business, trades, occupations and professions.

j) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts set forth.

The intention is that none of the objects and powers as hereinafter set forth, except where otherwise by reference to or inference from the terms of any other objects, powers or clauses of this Articles or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock of the par value of \$1.00 per share.

ARTICLE V

The initial principal place of business of the corporation shall be:

P. O. BOX 574273, ORLANDO, FLORIDA 32857-4273

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI

The initial registered agent of the corporation shall be JOSE R. RIVERA at the registered address of 1242 Chief Trail, Orlando, Florida 32825.

ARTICLE VII

The corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII

The name and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and has qualified are as follows:

JOSE R. RIVERA
1242 CHIEF TRAIL
ORLANDO, FLORIDA 32825

NOEMI VEGA
1242 CHIEF TRAIL
ORLANDO, FLORIDA 32825

ARTICLE IX

The name(s) of the initial officer(s) of the corporation is/are as follows:

President, Vice-President & Secretary: JOSE R. RIVERA
1242 CHIEF TRAIL
Orlando, Fl 32825
Treasurer: NOEMI VEGA
1242 Chief Trail
Orlando, Fl 32825

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

A. The corporation shall indemnify any person who is a party or is threaten to be made party to any threaten, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgement, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, or other proceeding, including any appeal thereof, if he acted in good faith or in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgement in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct.

Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other of further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expense or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, no later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount as paid, and the nature and status at the time of such payment of the litigations or threaten litigation.

ARTICLE XII

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or property or leases thereof; or

(2) any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIII

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

Any transfer of stock in this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"These shares may be subject to transfer restrictions imposed by written agreements among the holders of this corporation's shares or between the holders of such shares and the corporation, copies of which agreements, if any are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours."

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Every agreement shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XV

The mailing address for correspondence purposes of the corporation shall be:

P.O. Box 574273, Orlando, Florida 32857-4273

ARTICLE XVI

The fiscal year shall begin on the first day of January and end on the last day of December.

ARTICLE XVII

The name and address of the person signing the Articles of Incorporation as subscriber and the number of shares of stock which he agreed to take is:

JOSE R. RIVERA 5000 Shares
P. O. Box 574273
Orlando, Florida 32857-4273

IN WITNESS WHEREOF, the undersigned has executed the above Articles of Incorporation for the purposes therein expressed this 12th day of February, 2000.

JOSE R. RIVERA

I, JOSE R. RIVERA, having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation; to wit: P.O. Box 574273, Orlando, Florida 32857-4273, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the performance of my duties.

JOSE R. RIVERA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared JOSE R. RIVERA, _____ who is personally known to me, or _____ who has produced FDLR160-4655-099-0 (type of identification) as identification, who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribe the same for the purposes therein mentioned and set forth. And that he accepts and agrees to comply with the provisions of all statutes relative to the performance of his duties as the Registered Agent of the above named corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of FEB, 2000.



NOTARY PUBLIC
My commission expires:

