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## FLORIDA PROFIT CORPORATION OR P.A.

ZALVO AUTO SALES, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
ZALVO AUTO SALES, INC.**

**ARTICLE I**

**Name**

The name of this corporation is: **ZALVO AUTO SALES, INC.**

**ARTICLE II**

**Purpose**

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

**ARTICLE III**

**Capital Stock**

This corporation is authorized to issue 100,000 shares of common stock of \$0.01 par value each.

**ARTICLE IV**

**Preemptive Rights**

The corporation elects to have preemptive rights.

**ARTICLE V**

**Restrictions on transfer of shares**

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to section 607.0627 of the Florida Business Corporation Act, as presently enacted.

**ARTICLE VI**

**Main place of Business, Initial Registered Office and Agent**

The initial registered office, and mailing address of the Corporation is: 12741 S.W. 38<sup>th</sup> Terrace, Miami, Florida 33175 and the Registered Agent is: MARIA AMALIA GONZALVO.

*These Articles were prepared by:  
William M. Bustamante, Esquire  
780 N.W. 42<sup>nd</sup> Avenue, Suite 319  
Miami, Florida 33126*

## ARTICLE VII

### Initial Board of Directors

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased from time to time in the manner provided in the by-laws.

## ARTICLE VIII

### Incorporator

The names and addresses of the person signing these articles is/are:

<u>Name</u>	<u>Street Address</u>
JORGE GONZALVO	12741 S.W. 38 <sup>th</sup> Terrace Miami, Florida 33175

## ARTICLE IX

### Officers

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

## ARTICLE X

### By-Laws

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

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the incorporators, or to the first Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

## ARTICLE XI

### Procedure in Case of Deadlock

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant then, any party may petition the Dade County Bar Association and/or the Dade County C.P.A. Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountants so nominated shall be considered as nominated by the party or parties that have refused or neglected to nominate pursuant to this Article.

The decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

## ARTICLE XII

### Date of Commencement

The effective date of this corporation is the date of filing by the Secretary of State.


IN WITNESS WHEREOF, the undersigned incorporators have executed the Articles of Incorporation, this

22 day of APRIL, 2000.

  
JORGE GONZALVO

STATE OF FLORIDA            )  
  ) SS  
COUNTY OF MIAMI-DADE )

**BEFORE ME**, the undersigned authority, personally appeared JORGE GONZALVO, who is personally known to me or who produced HIS PASSPORT, as his identification to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same, this 20 day of APRIL, 2000.

(Signature)   
(Printed Name) \_\_\_\_\_  
(Title) NOTARY PUBLIC - STATE OF FLORIDA  
(Notarial Serial Number) \_\_\_\_\_  
(My Commission Expires) \_\_\_\_\_

(Official Seal)



W. Bustamante  
MY COMMISSION # CC700041 EXPIRES  
December 26, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM  
SERVICE OF PROCESS MAY BE EFFECTIVE**

In compliance with Section 607.034 of the Florida Statutes, the following is submitted:

**ZALVO AUTO SALES, INC.**

desiring to organize or qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named MARIA AMALIA GONZALVO, 12741 S.W. 38th Terrace, Miami, Florida 33175, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all said Act relative to keeping open said office.

Dated this 22 day of APRIL, 2000.

  
MARIA AMALIA GONZALVO  
AS REGISTERED AGENT

**FILED**  
00 APR 27 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA