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ROD'S TRANSMISSION AND AUTOMOTIVE PARTS, INC.  
6820 DABBY COURT  
NAPLES, FL 34104

May 5, 2000

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Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed are two copies of the Articles of Incorporation for the to be formed corporation known as Rod's Transmission and Automotive Parts, Inc. I have also enclosed a pre-paid Federal Express envelope and packing slip to be used for the return of the certified documents.

If you have any questions, please call (941) 564-2444 and ask for Dan Rodriguez.

Thank you for your prompt handling of this matter.

Sincerely,



Tammy J. Rodriguez  
Secretary

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2000 MAY -9 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2000 MAY -9 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Rod's Transmission and Automotive Parts, Inc.

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation for profit under the Laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation is Rod's Transmission and Automotive Parts, Inc.

ARTICLE II – NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

- (a) 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, re-build, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at anytime 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.
- (b) 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.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

- (e) 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 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.
- (f) To enter into, make, perform, and carry out contracts and agreements of every kind, for any person, firm, association, or corporation; and to transact any further and other business calculated to facilitate the same.
- (g) To carry on any or all of its operations and business, 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.
- (h) To engage in any and all lawful businesses, trades, occupations, and professions.
- (i) To do any or 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 and principals, agents, contractors, or otherwise, alone, or in the 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 above named.

The intention is that none of the objects and power as herein above set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference from the terms of any other objects, powers or clauses of this Article 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 III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each with a par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Stockholders of this corporation at any regular or special meeting.

#### ARTICLE IV – INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

#### ARTICLE V – TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI – ADDRESS

The initial street address of the principal office of this corporation is to be 6820 Darby Court, Naples, Florida 34104

#### ARTICLE VII – MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by the Stockholders of the corporation rather than by a Board of Directors.

#### ARTICLE VIII – SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is as follows:

NAME	ADDRESS
Danilo A. Rodriguez	6820 Darby Court Naples, Florida 34104

#### ARTICLE IX – EFFECTIVE DATE

These Articles of Incorporation shall be effective upon incorporation with the Office of the Secretary of the State of Tallahassee, Florida.

## ARTICLE X – REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, I designate Tammy Rodriguez 6820 Darby Court, Naples, Florida 34104 as my agent to accept service of process within this state. Having been designated to accept services of process for this corporation, I accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: Tammy Rodriguez  
Tammy Rodriguez

## ARTICLE XI – INITIAL OFFICERS

The initial officers of the corporation shall be:

Danilo A. Rodriguez, President  
6820 Darby Court  
Naples, FL 34104

Tammy J. Rodriguez, Secretary/Treasurer  
6820 Darby Court  
Naples, FL 34104

FILED  
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TALLAHASSEE, FLORIDA

## ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended in the manor provided by law. Every amendment shall be approved by the stockholders at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

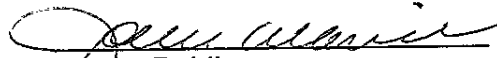
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of May, 2000.

Danilo A. Rodriguez  
Danilo A. Rodriguez

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a Notary Public, personally appeared, Danilo A. Rodriguez, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in  
the County and State named above, this the \_\_\_\_\_ day of May 2, 2000.



Notary Public

My Commission Expires:

