

PO000000 73955

Aubin Wade Robinson, Esquire
ROBINSON & WHITMORE, P.A.
P.O. Box 210425
Royal Palm Beach, FL 33421
(Address)

(City/State/Zip/Phone #)



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TR 1-17-12

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Restated Act

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12 JAN 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TR 1-17-12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2011

AUBIN WADE ROBINSON, ESQ.
ROBINSON & WHITMORE, P.A.
P O BOX 210425
ROYAL PALM BEACH, FL 33421

SUBJECT: CROWN MUFFLERS & BRAKES, INC.
Ref. Number: P00000073955

We have received your document for CROWN MUFFLERS & BRAKES, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 711A00025736

ROBINSON & WHITMORE ^{PA}

Counselors and Attorneys at Law

9 January 2012

Via Certified Mail

MAIL REPLY TO:

P. O. BOX 210425
ROYAL PALM BEACH, FL 33421

Florida Division of Corporation
Attn: Amendment Filing Section
P.O. Box 6327
Tallahassee, FL 32314

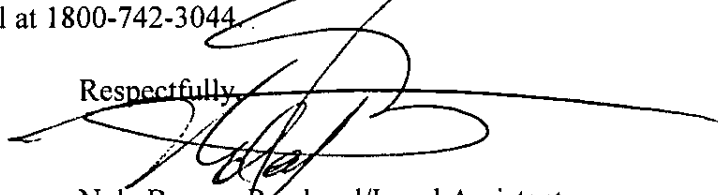
Matter(s): Restated Articles of Incorporation - Crown Mufflers & Brakes Inc.

Dear Sir/Madam:

Enclosed is the original Restated Articles of Incorporation - Crown Mufflers & Brakes Inc. Recently submitted to you for filing on November 7, 2011. The document was return for verification and you also indicated that the check was being held until this document was returned for processing. Please file and return confirmation in the self-addressed stamped envelope provided for your mailing convenience.

Thank you for your assistance in this regard. If you have any questions, please do not hesitate to give me a call at 1800-742-3044.

Respectfully,



Nola Brown, Paralegal/Legal Assistant
ROBINSON & WHITMORE, P.A.
Counselors & Attorneys at Law

Enclosure(s): as stated above

TELEPHONE:

561.333.8755

FAX:

561.791.7950

MAIN OFFICE:



ROYAL PALM BEACH:
505 Royal Palm Beach Blvd
Royal Palm Beach, Florida 33411

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12 JAN 12 AM 8:10

TALLAHASSEE, FLORIDA

2. CLIENTS-ACTIVE LAWYERS Business Organization Relations, Client-Our Correspondence 31a Div of corp - filing (1/9/2012) wps

AUBIN ROBINSON ✦ TEPHAINE WHITMORE

Divorce • Family Law • General Business • Litigation • Probate & Guardianship • Wills & Living Trusts

Articles of Restatement

CROWN MUFFLERS & BRAKES, INC.
RESTATED ARTICLES OF INCORPORATION

FILED
12 JAN 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Florida Corporation restates its Articles of Incorporation inclusive of all amendments therein to the former articles of incorporation previously filed on under Document Number P00000073955 as follows:

ARTICLE I
NAME

The name of the corporation shall be: **CROWN MUFFLERS & BRAKES, INC.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Place of Business: **2710 W. Sunrise Blvd., Ft. Lauderdale, FL 33311**

Mail Address: 505 Royal Palm Beach Blvd. Royal Palm Beach, Florida 33411

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

No shares shall be sold, pledged, hypothecated, or otherwise transferred or permitted to be transferred in any manner or by any means whatsoever except as follows:

1. Any shareholder intending to sell, convey, pledge or transfer any shares shall first offer for a period of thirty (30) days such shares for sale at the Purchase Value as hereinafter defined to the Corporation and other Shareholders of record, and then, to the extent such offer is rejected or not accepted by the Corporation or other Shareholders of record, on a first-come basis. Each such offer shall be in writing and shall specify the number of shares being offered, the name and address of each person to whom such shares are proposed to be transferred, and the price per share and other terms upon which each such transfer is intended to be made; and each such offer may be accepted by the offeree in

whole or in part at any time during the continuance of the offer. If any shares are not purchased pursuant to the aforesaid offers, the Offeror shall for a period of ninety (90) days thereafter be free to transfer such shares to the person or person so named at the price per share and upon the other terms so named; provided that any such transferee of those shares shall thereafter be bound by all of the provisions of these Articles.

2. Upon the happening of any of the events enumerated below, the Corporation shall purchase at Purchase Value as hereinafter defined all of the shares of the shareholder so affected:
 - a. If any shareholder shall be adjudged incompetent or a general guardian or guardian of his estate shall be appointed for him by any court; or
 - b. If any shareholder makes any assignment for the benefit of creditors or applies for the appointment of a trustee, a liquidator, or a receiver, or commences any proceeding related to himself under any bankruptcy or arrangement of similar law; or if any such application is filed or proceedings commenced against the shareholder and the shareholder consents thereto or an order is entered allowing such application and remains in effect for sixty (60) days; or
 - c. If the shares of any shareholder are purported to be transferred involuntarily, including, without limitation, any purported transfer by or pursuant to bankruptcy, creditor lien, attachment, divorce, equitable distribution, or operation of law; or
 - d. If any shareholder shall die, or
 - e. If any shareholder fails to produce business opportunities that were to be brought to the corporation as basis for issuance of shares.
 - f. If any shareholder fails to devote his or her best efforts to develop the best interests of the Corporation.
3. Purchase Value as used herein shall mean the Purchase Value of the shares of the Corporation established by a certificate of agreed value signed by each shareholder and filed with the Corporation. If, at any time when it becomes necessary to determine Purchase Value of the shares of the Corporation, a certificate of agreed value is in existence and such certificate of agreed value is dated less than two (2) years before the date as of which the Purchase Value is to be determined, then the agreed value set forth in such certificate shall be conclusive as to the Purchase Value and shall be accepted as the Purchase Value as of the date on which Purchase Value is to be determined, and no accountant's determination of book value shall be required or made. In no event shall a certificate of agreed value be effective unless signed by all the shareholders. The shareholders may at any time execute a new certificate of agreed value which shall automatically replace all prior certificates of agreed value and in no event shall any but

the last certificate of agreed value be effective, if at all, for the purpose herein specified.

4. In the event there is no certificate of agreed value or in the event the same is more than two (2) years old, then, and in that event, Purchase Value shall mean book value of the shares of the Corporation. Book value of the shares of the Corporation shall mean as determined by the accountant or accounting firm then servicing the Corporation, and such determination when made, certified, and delivered to the Corporation shall be binding upon the Corporation and upon all parties bound by the terms of the Agreement. Such determination shall be made in accordance with sound accounting practice and the following shall be observed:
 - a. No allowance of any kind shall be made for goodwill, trade name, or any similar intangible asset.
 - b. All accounts payable shall be taken at the face amount, less discounts deductible therefrom, and all accounts receivable shall be taken at the face amount thereof, less discounts to the customers and a reasonable reserve for bad debts.
 - c. All machinery, fixtures, and equipment shall be taken at the valuation appearing on the books of the Corporation.
 - d. Inventory of merchandise and supplies shall be computed at cost or market value, whichever is lower.
 - e. All unpaid and accrued taxes shall be deducted as liabilities.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is:
Aubin Wade Robinson, Attorney
505 Royal Palm Beach Blvd.
Royal Palm Beach, Florida 33411

ARTICLE V INCORPORATORS

The name(s) and addresses of the incorporators to this Articles of Incorporation is (are):
Wilhelm Radlein, 2710 W. Sunrise Blvd., Ft. Lauderdale, FL 33311

CERTIFICATION OF ADOPTION

These Restated Articles of Incorporation, replacing all previous articles of incorporation and amendments thereto, were adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval. The date of adoption: 12-14-2011.

The undersigned, being the President of this corporation, for the purpose of Restatement of the Articles of Incorporation of this corporation, under the Laws of Florida have executed these articles of incorporation on: 12/14/2011

[Signature], as President
Signature

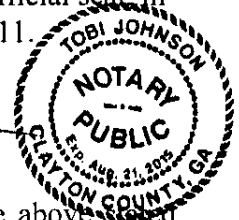
STATE OF FLORIDA)
PALM BEACH COUNTY)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared _____ and known to me to be the person who executed this foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal in the State and County aforesaid, this 14 day of December, 2011.

(Seal)

[Signature]
Notary Public, State of Florida



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]
Aubin Wade Robinson, Registered Agent

11/9/2012
Date