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July 27, 2000

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Professional Car Service, Inc.

Dear Sir/Madam:

Enclosed hereto please find Articles of Incorporation for the above reference company, and a check in the amount of \$78.75. for the filing fee .

Please correspond with our office at the above mailing address regarding this matter and if you have any questions, please do not hesitate to call our office.

Cordially,

Magda Robles  
Office Manager

Encl.

FILED  
00 AUG -7 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T BROWN AUG 11 2000

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL CAR SERVICE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be:

PROFESSIONAL CAR SERVICE, INC.

**ARTICLE II  
PLACE OF BUSINESS**

The principal place of business of this corporation shall be 3101 3rd Street West, Bradenton, Florida 34207.

**ARTICLE III  
NATURE OF BUSINESS**

This corporation may engage in mechanical and body repairs of motor vehicles or transact in any or all lawful activities or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1.00 par value per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 1203 41St. West, Bradenton, Florida 34205, and the initial registered agent of this Corporation at such office shall be Ricardo Santiago who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping open for service of process.

**ARTICLE VI**  
**TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase from any other stockholder willing to sell his stocks, at prices, terms and conditions that shall be fixed by the Board of Directors on an annual basis, and if no such determination as to value is reached by the board, at the prices set by an independent appraiser by the Board of Directors.

Upon death of stockholder the surviving stockholders shall have preemptive rights and/or first option to purchase the stocks from the estate of the decedent pursuant to the prices, terms and conditions determined by the procedure established hereinabove.

In the alternative, the corporation shall purchase life insurance policies on behalf of the stockholders and upon the death of a stockholder, the proceeds of said insurance policy payable to the designated beneficiaries will be deemed to be sufficient payment for the common stocks shares of the deceased shareholder and his estate shall, through its personal representative, executor, trustee or known legal heirs, surrender to the corporation the descendant's certificates.

**ARTICLE VIII**  
**SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE IX  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
RICARDO SANTIAGO	1203 41St. West, Bradenton, Florida 34205

**ARTICLE X  
INCORPORATORS**

The name and street address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICARDO SANTIAGO	1203 41St. West, Bradenton, Florida 34205

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17 day of July, 2000.

  
RICARDO SANTIAGO

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Professional Car Service, Inc. at the place designated in the Articles of Incorporation, RICARDO SANTIAGO, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

At Manatee County, Florida, this      day of July, 2000.

  
RICARDO SANTIAGO

00 AUG -7 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED