

FRANK FERNANDEZ
ATTORNEY AT LAW

VIA USPS MAIL

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

RE: Mario's Automotive Repair Center, Inc.

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-05/07/01--01143--001
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed the following Articles of Incorporation for the above-mentioned corporation. Also, find enclosed our firm's check in the amount of \$70.00 (\$35.00 for filing fee and \$35.00 for Register Agent Designation).

If you have any questions or require further information, please do not hesitate to contact my office. Thank you for your assistance.

Sincerely,

F. Fernandez

Frank Fernandez
Attorney At Law

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TALLAHASSEE, FLORIDA

Enclosures: as stated
FF/dwf

5-11-01
MD

ARTICLES OF INCORPORATION
OF
MARIO'S AUTOMOTIVE REPAIR CENTER, INC.

The name of this corporation shall be Mario's Automotive Repair Center, Inc. whose address is and its principal place of business shall be in Orange County, Florida, but it may establish branch offices deemed advisable by its Board of Directors within the State of Florida. The address of the corporation shall be: 80 West Michigan Avenue, Orlando, Florida 32806.

ARTICLE I. NAME

The name of corporation is MARIO'S AUTOMOTIVE REPAIR CENTER,

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

A. To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles and trucks, automotive & mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out of any or all of the purposes.

B. To render services in connection with storage of automobiles and trucks and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile and truck accessories, electrical appliances, and equipment.

C. To engage in the retail and wholesale sales of auto parts and accessories.

D. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in

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connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

E. To conduct a service to the automotive, truck and trailer industry business and all other lawful business.

F. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

G. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries, or colonies.

H. To contract debts and borrow money, issue and or sell or pledge bonds, debentures, notes, and other evidence or indebtedness, and execute such mortgages, transfer of corporate property or other instrument to secure the payment of corporate indebtedness as required.

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

J. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon.

K. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its law, and to do any or all things hereinbefore set forth to the same extent as a natural person might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (\$1,000.00) shares of capital stock with a par value of One Dollar (\$1.00) per share.

Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No Classes of Stock. The shares of the corporation are not to be divided into classes.

No Shares in Series. The corporation is not authorized to issue shares in series.

ARTICLE V. DIRECTORS

The initial Board of Directors shall consist of three (3) members, who need not be residents of Florida, or shareholders of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such member thereof shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS, INCORPORATORS & OFFICERS

The names and addresses of initial incorporators and of the persons who shall serve as directors and officers until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE/DIRECTOR</u>
MARIO ORELLANA	2401 Tandori Circle Orlando, Florida 32837	President/Director
CARLOS ORELLANA	2401 Tandori Circle Orlando, Florida 32837	Vice-President/Director
FRESIA ORELLANA	2401 Tandori Circle Orlando, Florida 32837	Treasurer/Secretary/Director

ARTICLE VIII. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at stockholders' meeting, with not less than a two-thirds (2/3) vote of common stock.

ARTICLE IX. PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions, that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock currently authorized and issued.

ARTICLE X. VOTING STOCK

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 72 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XI. REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is as follows:

NAME

MARIO ORELLANA

ADDRESS

80 West Michigan Avenue
Orlando, Florida 32806

The corporations registered address and the corporations principle office address shall be the same as indicated in the preceding paragraph.

IN WITNESS WHEREOF, the undersigned accepts the designation of registered agent for the corporation on this 3rd day of May, 2001.


MARIO ORELLANA

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on this 3rd day of May, 2001.

Mario A. Orellana
MARIO ORELLANA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared MARIO ORELLANA, who is well known to be the person(s) described in and who subscribed the above Articles of Incorporation, and who freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposed herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Orlando, in said County and State, this 3rd day of May, 2001.

Frank Fernandez
Notary Public
My Commission Expires:



Frank Fernandez
Commission # CC 953678
Expires July 16, 2004
Bonded Thru
Atlantic Bonding Co., Inc.