

PC1000053340

E.C. Auto Air Suspension Repair, Inc.
11554 S.W. 125th Terrace
Miami, FL 33176

May 15, 2001

**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

P.O. Box 6327
Tallahassee, Florida 32314

Re: **E.C. AIR SUSPENSION REPAIR, INC.**

8000004273488-1
-05/21/01-01100-029
*****78.75 *****78.75

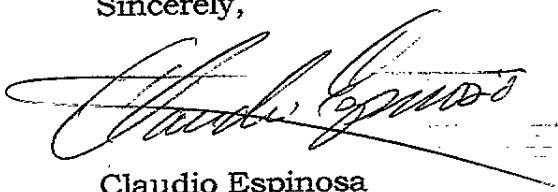
Gentlemen:

Enclosed herewith are the original Articles of Incorporation of the E.C. Auto Air Suspension Repair, Inc. In addition, enclosed herewith is a check made payable to Florida Department of State in the amount of Seventy Eight Dollars and Seventy-Five Cents (\$78.75) representing the corporation fees.

Once the Articles of Incorporation have been filed, kindly forward the certified copy to the undersigned in the self-addressed stamped envelope enclosed herewith for your convenience.

If you have any questions with respect to the enclosed, please feel free to contact the undersigned at (305) 253-1243 or (305) 962-2258. Thank you for your cooperation.

Sincerely,



Claudio Espinosa

STATE OF FLORIDA
TALLAHASSEE

20 MAY 21 PM 2:35

Encs.

✓ 5/30/01

**CERTIFICATE OF INCORPORATION
OF
E.C. AUTO AIR SUSPENSION, INC.**

2001 MAY 21 PM 2:35

STATE OF FLORIDA
TALLAHASSEE FLORIDA

I, the undersigned, do hereby subscribe to this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: **E.C. AUTO AIR SUSPENSION, INC.**

**ARTICLE II
GENERAL NATURE OF BUSINESS**

This corporation shall be authorized to carry out any business that is lawful in the State of Florida and in the United States of America.

**ARTICLE III
CAPITAL STOCK**

The capital stock of the corporation shall consist of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock with the par value of ONE DOLLAR (\$1.00) per share.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Directors.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation is to have perpetual existence. This Certificate of Incorporation shall become effective when filed with the Secretary of State.

ARTICLE VI
ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is: 11554 S.W. 125TH Terrace
Miami, Florida 33176

The Board of Directors may, from time to time, move the principal office to any other address in Florida, or in any other state.

ARTICLE VII
NUMBER OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the By-laws of the corporation, but shall never more than five.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The name and address of the member of the first Board of Directors is:

President: Claudio D. Espinosa
11554 S.W. 125TH Terrace
Miami, FL 33176

Vice-President
& Secretary: Doris R. Espinosa
11554 S.W. 125TH Terrace
Miami, Florida 33176

ARTICLE IX SUBSCRIBER

The name and post office address of the Subscriber to this Certificate of Incorporation is:

Doris R. Espinosa
11554 S.W. 125th Terrace
Miami, Florida 33176

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The registered agent the registered office of this corporation shall be:

Claudio D. Espinosa
11554 S.W. 125th Terrace
Miami, FL 33176

ARTICLE XI SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting, and regulating the power of the corporation, its stockholders and directors, and are hereby adopted as part of this Certificate of Incorporation.

1. The Board of Directors from time to time shall determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts, and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or documents of the corporation, except as conferred by a statute or authorized by the Board of Directors, or by the Resolution of the Stockholders.
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding office in this corporation.
3. The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
4. No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact

that any one or more of the Directors of the corporation is, or are interested in, or is a Director of, or an officer in, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or, in which the corporation is interested, and no contract, act or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that the Director or Directors, or any of them, of the corporation is a party, or are parties to, or interested in such contract, act, or transaction, or in any way connected with such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested.

Any Director of the corporation may vote upon any contract or other transaction between the corporation, any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

5. The corporation shall indemnify any and all of its Directors or Officers, or former Directors or Officers, or any person whom may have served, at its request, as a Director or Officer of another corporation in which it owns shares of the capital stock, or of which it is a creditor, against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties, or a party by reason of being or having been a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer, or former Director or Officer, or persons shall be adjudged in such action, suit, or proceedings, to be liable for negligence, or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled to under the By-laws, agreement, vote of stockholders, or otherwise. The right of indemnification herein stated shall, under no circumstances, extend to or include indemnification for the liabilities arising under the Securities Act of 1933 as amended.

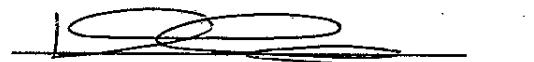
6. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any its members, shall have the authority to establish reasonable compensation of all Directors for services to the corporation as Directors, Officers, or otherwise. The authority vested in the Board of Directors by this Article XI, shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options and pensions and profit sharing plans.

7. No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also in debentures or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporations or associations upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation, at Miami, Dade County, Florida, on this 15th day of May, 2001, for the uses and purposes aforesaid.



CLAUDIO D. ESPINOSA, PRESIDENT



DORIS R. ESPINOSA, VICE-PRESIDENT
SECRETARY

STATE OF FLORIDA
DADE COUNTY

BEFORE ME the undersigned authority personally appeared Claudio D. Espinosa, who is well known by me to be the individual described in and who subscribed the foregoing Certificate of Incorporation, and who freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Miami, Dade County, Florida this 15th day of May, 2001.



MIRIAM RIVERA
NOTARY PUBLIC STATE OF FLORIDA



Produced ID

✓ Personally known

My commission expires:

2001 MAY 21 PM 2:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, , a corporation desiring to organize under the laws of the State of Florida, with its principal office at: 11554 S.W. 125th Terrace, Miami, Florida does hereby designate and name , whose office address is: 11554 S.W. 125th Terrace, Miami, Florida 33176 as its agent to accept service of process in this State.

ACKNOWLEDGEMENT

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 said capacity, and I agree to comply with the provisions of said Act, relative to keeping my office open.


REGISTERED AGENT