

CERTIFICATE OF INCORPORATION
OF

GARAGE EMMANUEL, INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE 1

The name of this corporation shall be GARAGE EMMANUEL, INC. and it's principal place of business shall be in South Florida with the right to change and move said principal place of business and such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE 11

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

ARTICLE 111

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the board of Directors of this corporation.

ARTICLE 1V

The amount of capital with which this corporation shall begin shall not be less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE V1

The initial address of the principal office of the corporation shall be:

18272 NW 7th Street
Pembroke Pines, FL 33029

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TALLAHASSEE FLORIDA

ARTICLE V11

The number of directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5).

ARTICLE V111

The names and post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

Leslie Brown - President	18272 NW 7 th Street
	Pembroke Pines, FL 33029

ARTICLE 1X

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for it's indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the state of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of the shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Leslie Brown	100

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless approved by the President of the corporation, The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written Notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fiftyone percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV

RIGHT OF SHAREHOLDER DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the share of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XV1

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XV11

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV111

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE X1X

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XX1

AMMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XX11

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

18272 NW 7th Street
Pembroke Pines, FL 33029

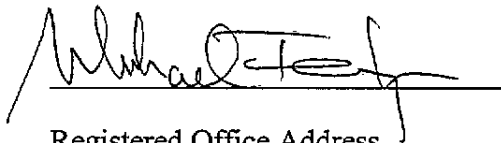
ARTICLE XX111

The name and address to the subscriber to these Articles is:

Michael Taylor
17334 NW 62ND Court
Hialeah, FL 33015

ARTICLE XX1V

The Registered Agent of this corporation is Michael Taylor. I, the above named Subscriber and Registered Agent hereunto set my hand and seal this 9th day of July, 2001. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Registered Office Address
17334 NW 62nd CT.
Hialeah, FL 33015

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