

P01000078616

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000088598 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

01 AUG - 9 AM 8:56
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

DIESEL TEK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 2001

FAS-T

SUBJECT: DIESEL TEK, INC.
REF: W01000018443

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H01000088598
Letter Number: 501A00045838

ARTICLES OF INCORPORATION

OF

DIESEL TEK, INC.

The undersigned, acting as incorporator of DIESEL TEK under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME AND PRINCIPAL CORPORATE ADDRESS

The name of the Corporation is: DIESEL TEK, INC.

The principal corporate address of this Corporation is:

1949 WEST 68TH STREET
HIALEAH, FLORIDA 33014

ARTICLE II
NATURE OF BUSINESS

The general purpose or purposes for which this Corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1949 WEST 68TH STREET
HIALEAH, FLORIDA 33014

The name of the initial registered agent of this Corporation at that address shall be:

HECTOR BARTOLOME ROSSI

01 AUG - 9 AM 8:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have (1) director (s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS AND OFFICERS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
HECTOR BARTOLOME ROSSI	1949 WEST 68 TH STREET, HIALEAH, FLORIDA 33014

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
HECTOR BARTOLOME ROSSI	1949 WEST 68 TH STREET, HIALEAH, FLORIDA 33014

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. 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, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.
3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignments.
4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or

invalidated by the fact that any director or directors 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 persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors of officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1993 as amended.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of August, 2001.


HECTOR BARTOLOME ROSSI
 INCORPORATOR

STATE OF FLORIDA)
)
 COUNTY OF DADE)

BEFORE ME, personally appeared HECTOR BARTOLOME ROSSI to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he or she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the state and county aforesaid, this _____ day of _____, 2001.

 NOTARY PUBLIC, STATE OF
 FLORIDA AT LARGE

 Printed Name
 My Commission Expires

H01000088598 7

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Diesel Tek, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1949 WEST 68TH STREET, HIALEAH, FLORIDA 33014 has named HECTOR BARTOLOME ROSSI, located thereat as its registered agent to accept service of process within this State.

By: 
HECTOR BARTOLOME ROSSI
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
HECTOR BARTOLOME ROSSI
REGISTERED AGENT

01 AUG - 9 AM 8:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H01000088598 7