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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: MARC'S Auto ELECTRIC, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Mr. MARC St. Louis
Name (Printed or typed)

840 N. W. 71st Street
Address

MIAMI, FLORIDA 33150
City, State & Zip

(305) 635-0220
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MARC'S AUTO ELECTRIC, INC.

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I.
CORPORATE NAME

The names of this Corporation shall be:

MARC'S AUTO ELECTRIC, INC.
Principal Address: 840 N.W. 71ST STREET
Miami, Florida 33150

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ARTICLE II.
TERMS OF EXISTENCE

This corporation shall have perpetual existence

ARTICLE III.
PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporations organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall give all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged in any lawful manner and pertaining to Automachanics, electronic maintenance and repair, and any other car care service for foreign and domestic automobiles. With the purchasing, leasing, and sale of new and used automobile parts to act as agent for and or personal representative

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the law of the State of Florida and of the United States of America.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this Corporation is Authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The considerations to be paid for each share shall be fixed by the Board of Directors and any shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable

to any further call or assessment thereon, and the holders of such shares shall not be liable to any further payment thereon.

The Capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporation of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.
All of the issued sock of all classes shall be subject to the following restrictions on transfer:

A) Each shareholders share offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V.

INITIAL CAPITAL

The amount of capital with which this Corporation may be in business shall not be less than One Thousand Dollars (\$1,000.00).

for or otherwise to acquire all of the necessary equipment including new and used automobile parts and comparable materials and any other items that may be utilized in the process and procedures of repair and maintenance and or rebuilding and or electronic maintenance of foreign and domestic automobiles.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise dispose of, and to invest in, trade in, deal in, and with good, wares, merchandise, personal property and services of every class, kind and description in the marketing of automobiles.

C) To act as a broker, agent or factor for any person, firm or corporation in the electronic automotive business.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to exploit, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to secure payment thereof and conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, exploit, pledge or otherwise acquire or dispose of the shares of the capital stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or

business of a similar nature with any person, firm, corporation, association or syndicate or any private or municipal body existing under the government of the United States or any state, territory colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent contractor, broker, or otherwise, either alone or in company with any entity or individual: to establish one or more offices, both within the State of Florida and any other part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and any foreign countries.

ARTICLE VI. DIRECTOR

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified are as follows:

**MR. MARC ANDRE ST. LOUIS, C.E.O/PRESIDENT
840 N.W. 71ST STREET
MIAMI, FLORIDA 33150**

ARTICLE VII. OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
MR. MARC ANDRE ST. LOUIS	840 N.W. 71st STREET, MIAMI, FL.	PRESIDENT/C.E.O.
MR. MOISES ST. LOUIS	840 N.W. 71st STREET, MIAMI, FL.	VICE PRESIDENT
MS. YVETTE ST. LOUIS	840 N.W. 71st STREET, MIAMI, FL.	SECRETARY/TREASURER

ARTICLES VIII. REGISTERED AGENT AND REGISTERED OFFICE

THE CORPORATION'S RESIDENT AGENT FOR SERVICES IN THE STATE OF FLORIDA SHALL BE:

MR. MARC ANDRE ST. LOUIS, C.E.O./PRESIDENT

THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE:

PRINCIPAL ADDRESS CITY/STATE/ZIP	MR. MARC ANDRE ST. LOUIS, C.E.O/PRESIDENT 840 N.W. 71st STREET MIAMI, FLORIDA 33150
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**ARTICLE X.
AMENDMENTS**

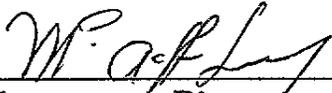
This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any provision or provisions contained in these Articles of Incorporation, or any amendment hereto in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

**ARTICLE X.
INCORPORATOR**

The name and mailing address of the Incorporator is as follows:

**MR. MARC ANDRE ST. LOUIS, C.E.O/PRESIDENT
840 N.W. 71ST STREET
MIAMI, FLORIDA 33150**

IN WITNESS WHEREOF, the above named Incorporators, Directors and Registered Agent has hereunder subscribed his name, this _____ day of _____, 2001.



Incorporator, Director
Registered Agent

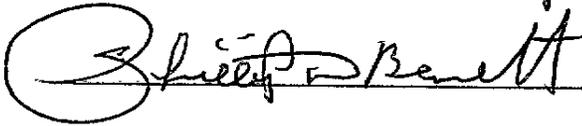
STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

Before me the undersigned authority personally appeared:

MR. MARC ANDRE ST. LOUIS, PRESIDENT/C.E.O.

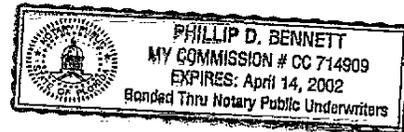
who is to me well known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 29 day of Sept, 2001.



Notary Public, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: 04/14/02



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT to the provisions of Section 60 7.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the Corporation is

MARC'S AUTO ELECTRIC, INC.

2. The name and address of the registered agent and office is:

MR. MARC ANDRE ST. LOUIS, PRESIDENT/C.E.O.

(NAME)

840 N.W. 71ST STREET

(ADDRESS) (P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33150

(CITY/STATE/ZIP)

SIGNATURE: _____

(CORPORATE OFFICER)

TITLE: **PRESIDENT/CHIEF EXECUTIVE OFFICER (C.E.O.)**

DATED: _____

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Signature: _____

Dated: 9-29-01