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CIVIL TRIAL LAWYERS  
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FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
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April 23, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL. 32314

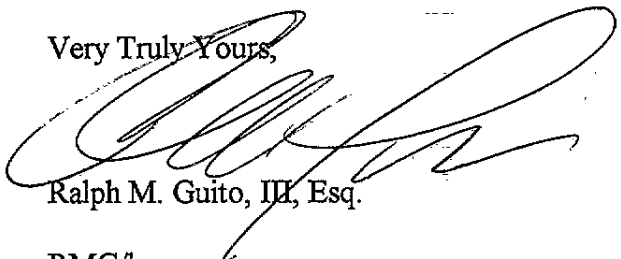
Re: Articles of Incorporation  
Benny Fernandez Auto Body Shop, Inc.

Dear Division of Corporations:

Enclosed please find a notarized and complete Articles of Incorporation for Benny Fernandez Auto Body Shop, Inc., along with a check with 75 dollars (\$75) as in for corporate filing fee.

If you have any questions in this regard please do not hesitate to contact our office.

Very Truly Yours,

  
Ralph M. Guito, III, Esq.

RMG/be

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SERIOUS PERSONAL INJURY • PRODUCTS LIABILITY • MEDICAL MALPRACTICE • CIVIL LITIGATION

4235 HENDERSON BOULEVARD • TAMPA, FLORIDA 33629  
TELEPHONE: (813) 288-0123 • FAX: (813) 288-0193 • E-MAIL: lawyer@tampabay.rr.com

ARTICLES OF INCORPORATION

OF

BENNY FERNANDEZ AUTO BODY SHOP, INC.

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE  
02 APR 29 PM 1:59

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is: BENNY FERNANDEZ AUTO BODY SHOP, INC.

ARTICLE II

Duration and Corporate Existence

The term of existence of the Corporation is perpetual, and the corporate existence is deemed to have commenced on the date of filing of these Articles.

ARTICLE III

Purpose

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is ONE THOUSAND (1,000) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V  
Preemptive Rights

Granted each share holder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI  
Registered Office and Agent

PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is: 10715 N. Nebraska Avenue, Tampa, Florida 33612, and the name of the initial registered agent at such address is: BENNY FERNANDEZ.

ARTICLE VII

Section 1244 Stock

The Corporation and the parties hereto shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 as amended, and the Regulation issued thereunder.

ARTICLE VIII  
Board of Directors

The Board of Directors of the Corporation shall consist of ONE (1) member. The names and addresses of the Board of Directors is:

BENNY FERNANDEZ; 10715 N. NEBRASKA AVENUE, TAMPA,  
FLORIDA 33612

ARTICLE IX  
Initial Stockholders and Officers

The names of the Officers of this Corporation are as follows:

BENNY FERNANDEZ, President, Secretary, Treasurer.

ARTICLE X  
Amendment of Articles

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
Special Provisions

No stockholder shall be permitted to sell their stock in this Corporation without first offering the sale to the Corporation, the stock may then be offered for sale to the other stockholders. Upon

the death of a stockholder, an immediate accounting and appraisal shall be made of the business and assets of the Corporation to determine the reasonable value of the stock. The stock shall be first offered for purchase by the Corporation and if the Corporation refuses to purchase, then to the other stockholders, on a prorata basis. No one shall have authority to buy in the Corporation without a meeting of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention to bind the Corporation. No action shall be taken by the officers of the Corporation or Board of Directors, without it having been first approved, in writing, by the stockholders at a stockholder's meeting by a majority of the entitled to vote thereon.


ARTICLE XII  
Amendment of By-Laws

The By-laws of this Corporation may be amended, changed, repealed or enlarged by the Board of Directors by a majority vote of the directors present at any regular meeting of said Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued, and to replace lost or destroyed certificates by a new issue.

ARTICLE XIII  
Incorporators

The name(s) and address(es) of the Incorporator(s) is/are:

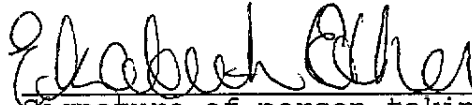
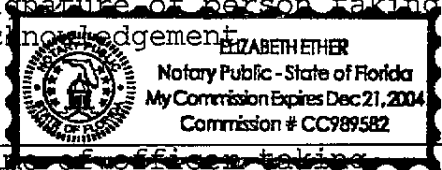
BENNY FERNANDEZ, 10715 N. Nebraska Avenue, Tampa,  
Florida 33612.

  
BENNY FERNANDEZ, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 18<sup>th</sup> day of April, 2002, by BENNY FERNANDEZ, Incorporator, who is personally known to me or who has produced DL F655-060-57-285 as type of identification, and who did take an oath.

(SEAL)

  
Signature of person taking  
acknowledgement  
  
Name of officer taking  
acknowledgment - typed, stamped  
or printed

Title or rank and Serial No.,  
if any.

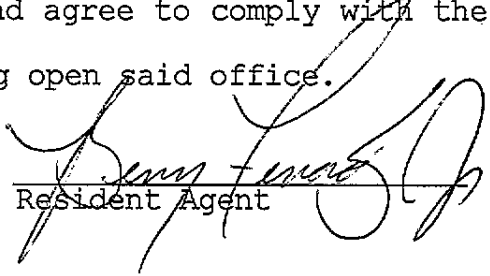
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted in compliance with said Act: BENNY FERNANDEZ AUTO BODY SHOP, INC., Articles of Incorporation at HILLSBOROUGH COUNTY, FLORIDA has named BENNY FERNANDEZ, as its agent to accept service of process within 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 this capacity and agree to comply with the provision of said act relative to keeping open said office.

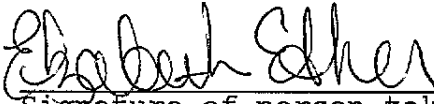
BY:

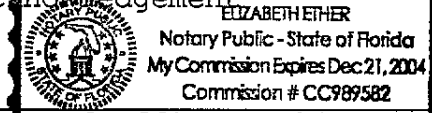
  
Resident Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 18<sup>th</sup> day of April, 2002, by BENNY FERNANDEZ, Resident Agent, who is personally known to me or who has produced DL F655-060-57-285 as type of identification, and who did take an oath.

(SEAL)

  
Signature of person taking  
acknowledgement



Name of officer taking  
acknowledgement --- typed,  
printed or stamped.

Title or rank and Serial No.,  
if any.

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SECRETARY OF STATE  
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