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Corporate Records Bureau
Division of Corporations
Dept. of State
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Discount CV Joints & Rack & Pinion No. 2, Inc.

To Whom It May Concern:

Please be advised that the undersigned represents the incorporators of Discount CV Joints & Rack & Pinion No. 2, Inc.

Pursuant to same, I am enclosing an original and copy of my client's fully executed Articles of Incorporation which I would appreciate your filing.

I am also enclosing my check in the amount of \$75.00 as and for payment of your filing fee.

Upon the filing of these documents, I would also appreciate your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,

STEPHEN N. ROSENTHAL

SNR:laa
Encl.

FILED
02 JUN 26 AM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

DISCOUNT CV JOINTS & RACK & PINION NO. 2, INC.

FILED
02 JUN 26 AM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

DISCOUNT CV JOINTS & RACK & PINION NO. 2, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing automotive repair services, including but not limited to, rack and pinion, suspension, and general automotive repairs including any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Hundred (100) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 1002 Northwest 28th Street, Miami, Florida.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be MARILIS SIERRA, and the Registered Office shall be located at: 1002 N.W. 28th Street, Miami, Florida, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Marilis Sierra	President	1002 N.W. 28th St.
	Vice President	Miami, Florida
	Secretary	
	Treasurer	

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marilis Sierra	1002 N.W. 28th Street Miami, Florida

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Marilis Sierra	1002 N.W. 28th St. Miami, Florida	100	

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be

indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, this 5th day of JUNE, 2002.

J. A. Nunez (SEAL)

STATE OF FLORIDA)
) .SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
5 day of JUNE, 2002, by MARILIS SIERRA, who is personally
known to me and have produced her driver's license as
identification and who did (did not) take an oath.



J. A. Nunez
Commission # CG 818121
Expires Mar. 16, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

J. A. Nunez
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

02 JUN 26 AM 2:53
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of Discount CV Joints & Rack & Pinion, No. 2,
Inc. and agree to serve as its Registered Agent, to accept
service of process within the State as its Registered Office
located at: 1002 Northwest 28th Street, Miami, Florida.

MARILIS SIERRA
MARILIS SIERRA, Registered
Agent