

CAPITAL CONNECTION, INC.

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M+H Automotive Enterprises of
Orlando, Inc.

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

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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CLERK OF COURTS
DIVISION OF CORPORATIONS
02 JUL 17 PM 4:18

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02 JUL 17 PM 1:58
DIVISION OF CORPORATIONS

7-17-02
WCM

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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Will Pick Up _____

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DIVISION OF CORPORATIONS
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Articles of Incorporation of
M & H Automotive Enterprises of Orlando, Inc

I. The name of the Corporation is M & H Automotive Enterprises of Orlando, Inc.

II. The principal office of the Corporation in the State of Florida is located at 1624 N. Forsyth Road, Orlando, Florida, 32807, in Orange County, Florida. Its registered agent at that address is Michael Flynn.

III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to providing automotive, and related services to its local clients, customers, and patrons; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. A. The total number of shares that this Corporation is authorized to issue is five hundred (500) shares of common stock, each share having the par value of one dollar (\$1.00).

B. No Shareholder shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board may create such rights in the future.

C. The Shareholders or the Board of Directors (Board) may authorize the issuance of shares of any class of stock, or securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as they may

deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. The Shareholders or the Board may classify or reclassify any unissued stock from time to time, so long as such modifications do not inadvertently or adversely affect the Corporation's Internal Revenue Code status.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The name and mailing address of the incorporator is Michael Flynn, 1624 N. Forsyth Road, Orlando, Florida, 32807.

VII. The Shareholders or the Board may elect or appoint a President (presently denominated as Michael Flynn), one or more Vice Presidents (presently denominated as Michael Flynn), a Secretary (presently denominated as Michael Flynn), a Treasurer (presently denominated as Michael Flynn), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities shall be undertaken by the Board (but who may allocate or transfer such powers and activities to the Officers hereafter), who will be nominated and approved by the Shareholders at the annual meeting. The name and address of the initial Director is:

Name:

Address:

Michael Flynn

35831 Peacock Cove Drive
Eustis, FL 32726

VII. In furtherance and not in limitation of the powers conferred by statute, the Board shall be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

VIII. All of the Corporate property and assets may be sold, leased, or exchanged upon such terms and conditions and for such consideration as the Directors shall deem appropriate.

IX. A Corporate Director or Officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Directors.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him, in good faith, as a Corporate Director or Officer of the Corporation, or as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by the Directors, or a majority of a quorum of the Shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified before the fact.

XII. The Corporation may adopt By-Laws from time to time, and to provide, inter alia, for the fullest indemnification of Corporate Officers or Directors as may be permitted by the laws of the State of Florida. The Corporation may also purchase and maintain insurance on behalf of any person who is or was a Corporate Officer or Director.

XIII. Meetings of Shareholders or Directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders or Directors at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of Shareholders or Directors who, if voting, could have authorized such action consent at any time to such Corporate action being taken.

XVI. The regular meeting of the Corporation, and the annual meeting of the Shareholders, shall be held on the first (1st) business day following the Corporation's annual incorporation date (Date), or as soon thereafter as a meeting may be properly scheduled by the Directors and Shareholders. Special meetings may be held as noted in the By-laws.

XVII. Any Shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the Shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors shall be elected at the Shareholders' annual meeting, and shall hold office until the next annual meeting.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The Corporation's fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate Shareholders, Officers, or Directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

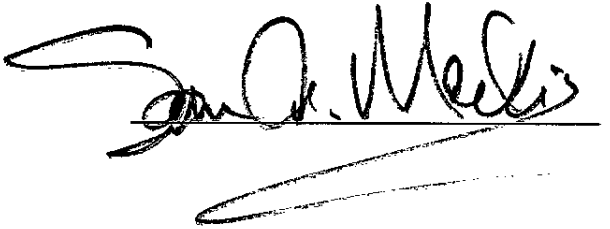
XXIII. The Corporation may elect to be a Subchapter S Corporation, as provided in the Internal Revenue Code of 1986, as amended.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on this 12th day of July, 2002.

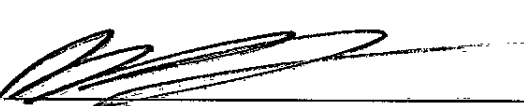
I also accept designation as registered agent, and agree to act in this capacity, and perform all appropriate duties and responsibilities related thereto.

Witness:

M & H Automotive Enterprises of
Orlando, Inc.

A handwritten signature in dark ink, appearing to be "John A. Wells", written over a horizontal line.

By:


Michael Flynn, as Incorporator,
President, Director