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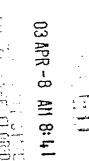
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LAW OFFICES

#### SMITH & SUPRASKI

PROFESSIONAL ASSOCIATION

2450 N.E. MIAMI GARDENS DRIVE (IBSTH STREET)
SECOND FLOOR

NORTH MIAMI BEÁCH. FLORIDA 33180 '

JOSE SMITH ATTORNEY AT LAW LQUIS A. SUPRASKI BOARD CERTIFIED REAL ESTATE LAWYER

STEVEN H. ROTHSTEIN ATTORNEY AT LAW TELEPHONE (305) 792-0060 FAX (305) 792-0061

April 4, 2003

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

RE: ECO PARTS WASH, INC.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for **ECO PARTS WASH, INC.**, along with a check in the amount of \$78.75 payable to Department of State.

Kindly file the original, certify the copy, and send same back to this office. Thank you for your cooperation and assistance in this matter.

Sincerely

Kariy J. Yuevara, Legal Assistant

SMITH & SUPRASKI, P.A.

/kjg Enclosure(s)

#### ARTICLES OF INCORPORATION

03 APR -8 AM 8:41

WALAHASSEE, FLORIDA

**OF** 

#### ECO PARTS WASH, INC.

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

#### ARTICLE I NAME

The name of this corporation is ECO PARTS WASH, INC. The principal place of business of this corporation shall be at 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

## ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

## ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

## ARTICLE IV <u>CAPITALIZATION</u>

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

#### ARTICLE V VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI DIRECTORS

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME	ADDRESS
Roland Auclair	2450 N.E. Miami Gardens Dr., 2nd Floor, North Miami Beach, Florida 33180
Keith Taylor	2450 N.E. Miami Gardens Dr., 2nd Floor, North Miami Beach, Florida 33180
Louis A. Supraski	2450 N.E. Miami Gardens Dr., 2nd North Miami Beach, Florida 33180
Nigel Birket	2450 N.E. Miami Gardens Dr., 2nd Floor, North Miami Beach, Florida 33180
A	RTICLE VII
뇨	<u> </u>

The corporation shall have a perpetual existence.

#### **ARTICLE VIII**

#### **OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

NAME ADDRESS OFFICE

Robert York 2450 N.E. Miami Gardens Dr., 2nd Floor Vice President North Miami Beach, FL 33180

### ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to he first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

## ARTICLE XI INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

## ARTICLE XII INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME ADDRESS

Louis A. Supraski

2450 N.E. Miami Gardens Dr., 2nd Floor North Miami Beach, FL 33180

## ARTICLE XIII INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 2) day of March, 2003.

STATE OF FLORIDA

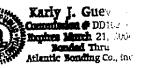
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COUNTY OF MIAMI-DADE

The foregoing Articles of Incorporation for ECO PARTS WASH, INC., was acknowledged before me this 27th day of March, 2003, by Louis A. Supraski, who is personally known to me and who did take an oath.

My commission expires: 3/21/06

Notary Public, State of Florida





## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM, PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ECO MARINE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 2450 N.E. MIAMI GARDENS DRIVE, SECOND FLOOR, NORTH MIAMI BEACH, FLORIDA 33180, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., 2450 N.E. MIAMI GARDENS DRIVE, SECOND FLOOR, NORTH MIAMI BEACH, FLORIDA 33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

LOUIS A. SUPRASKI

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

LOUIS A. SUPRASKI, ESQ. REGISTERED AGENT

DATED: