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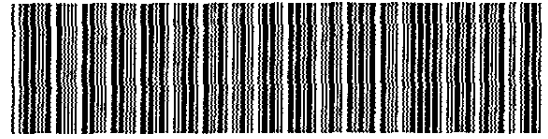
(Business Entity Name)

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STATE
FLORIDA

VI

Edward M. Rogers, Esq.

ATTORNEY AT LAW



March 31, 2003

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

Re: Perfection Transmission & Automotive, Inc.

Gentlemen/Ladies:

Enclosed is an original and two (2) copies of the Articles of Incorporation for the above company. Please file the original in your office and return to us a Certified Copy and Certificate.

We are enclosing our check in the amount of \$87.50 for the filing of the same.

Anticipating your prompt response.

Sincerely,

A handwritten signature in black ink that reads "Ed Rogers".

EDWARD M. ROGERS, ESQ.

EMR/sr

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 9, 2003

EDWARD M. ROGERS, ESQ.
1401 NORTHWEST 17TH AVENUE
MIAMI, FL 33125

SUBJECT: PERFECTION TRANSMISSION & AUTOMOTIVE, INC.
Ref. Number: W03000010135

We have received your document for PERFECTION TRANSMISSION & AUTOMOTIVE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 603A00021270

ARTICLES OF INCORPORATION

of

PERFECTION TRANSMISSION & AUTOMOTIVE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be PERFECTION TRANSMISSION & AUTOMOTIVE, INC., and the principal and mailing address of the corporation shall be 9861 Dominican Drive, Miami, Florida 33189.

ARTICLE II-EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III-ACTIVITIES

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV-STOCK

The corporation is authorized to issue the following capital stock:

<u>No. Share</u>	<u>Classification</u>	<u>Par Value</u>
100	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

ARTICLE V-STOCK VALUE

All said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE VI- INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation is EDWARD ROGERS, ESQ. and the mailing address of the registered agent is 1401 N.W. 17 Avenue, Miami, Florida 33125

ARTICLE VII-BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one (1). The name and mailing address of the initial directors of this corporation is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
EMILY C. COATS	9861 Dominican Drive Miami, Florida 33189

ARTICLE VIII-INCORPORATOR

The name and mailing address of the incorporator of the corporation is EMILY C. COATS, 9861 Dominican Drive, Miami, Florida 33189.

ARTICLE IX-INITIAL OFFICERS

The names and addresses of the initial Officers of this Corporation are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>OFFICE</u>
EMILY C. COATS	9861 Dominican Drive Miami, Florida 33189	President

ARTICLE X-INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify any and all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI-SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification.

The Board of Directors and the Shareholders, by a majority vote shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of

