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# J & J Transmissions 11836 CR 579 Thonotosassa, FL 33592 (813) 982-2232

May 25, 2005

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

SUBJECT: J & J Transmissions, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$87.50 Filing Fee, Certified Copy & Certificate of Status.

From: Joey Breier, Registered Agent

9512 Ripley Road, #11 Thonotosassa, FL 33592

(813) 982-2232

#### ARTICLES OF INCORPORATION

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#### J & J TRANSMISSIONS, INC.

# SECRETARY OF STATE TALLAHASSEE, FLORIDA

# A FLORIDA CORPORATION FOR PROFIT

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

#### **ARTICLE I**

#### Name

The name of the corporation shall be J & J Transmissions, Inc., (hereinafter, "Corporation").

#### ARTICLE II

#### Location

The principle place of business and mailing address of the corporation is 11836 CR 579, Thonotosassa, FL 33592.

#### ARTICLE III

#### **Purpose**

The corporation may transact any lawful business for which corporations may be incorporated under Florida Law.

#### ARTICLE IV

#### Authorized Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 5,000 shares of common stock, each with a par value of One Dollar. Each share of issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE Y

### **Directors and Officers**

The Corporation shall have two officers initially, whose name and address is:

<u>Name</u>

Address

Joey Breier, President

9512 Ripley Road #11, Thonotosassa, FL 33592

Joel Lugo, Vice-President

9512 Ripley Road #10, Thonotosassa, FL 33592

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's by-laws, but shall never be less than one.

#### ARTICLE VI

#### Registered Agent

The name and Florida street address of the initial Registered Agent is:

Joey Breier 9512 Ripley Road, #11 Thonotosassa, FL 33592

#### ARTICLE VII

#### **Incorporator**

The name and address of the Incorporator is:

Joel Lugo 9512 Ripley Road, #10 Thonotosassa, FL 33592

#### ARTICLE VIII

#### By-Laws

The Board of Director (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE IX

## Shareholders' Restrictive Agreement

All of the share of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE X**

# Powers of the Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE XI

#### Term of Existence

The Corporation shall have perpetual existence.

#### ARTICLE XII

#### Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE XIII**

#### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Joen Breier		
Signature/Registered Agent	Date	
Joey Breier		
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Signature/Incorporator Joel Lugo	Date	
Joel Lugo		