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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

naples quality mufflers, corp.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 27, 2005

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SUBJECT: NAPLES QUALITY MUFFLERS, CORP.
REF: W05000035527

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The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NAPLES QUALITY MUFFLERS, CORP.**

Pursuant to and in accordance with the laws of Florida, the following are the Articles of Incorporation of, NAPLES QUALITY MUFFLERS, CORP.

ARTICLE I

The name of the Company is NAPLES QUALITY MUFFLERS, CORP.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The Maximum number of shares of stock that this corporation is authorized to issue at anytime is 1,000.00 shares at a 1.00 per share.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire in issued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

This corporation is to have a perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 1068 Industrial Boulevard Suite 1-C Naples, Florida 34104. Its Board of Directors as may from time to time be determined and authorized by its Board of directors, with branch offices in such other cities, or countries as may from time to time authorize, with the corporation retaining the power of moving its office to any other address in Florida.

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Prepared by an Non-Attorney



Teresa G. Uncal
1883 NW 7th Street Suite 3
Miami, Florida 33125
Tel: 305 541-7494

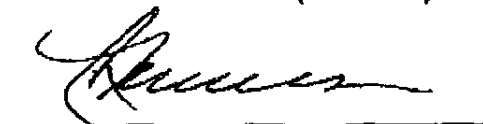
ARTICLE VII

The initial registered office for this corporation shall be 1068 Industrial Boulevard Suite 1-C Naples, Florida 34104, and the initial registered agent at such address shall be Guillermo E. Romero.

ARTICLE VIII

This corporation shall at all times have at least one and not more than five (10) directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at anytime, increase or decrease the size of the Board of Directors of the corporation.


Guillermo E. Romero (President)


Carmen Romero (Vice-President)

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until earlier resignation, removal from office or death should be Carmen Romero.

ARTICLE X

The name and address of the subscriber is Guillermo E. Romero and his address is 1068 Industrial Boulevard Suite 1-C Naples, Florida 34104.

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of what ever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at any time such cost or expenses is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter is entitled as matter by law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, on this 17th day of June 2005.


Guillermo E. Romero


Carmen Romero

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Collier

Before me personally appear Guillermo E. Romero and Carmen Romero, who are both personally known to me to be the person whose names are subscribed on this Articles of Incorporation and who has acknowledged the foregoing instrument before me this 17th day of June 2005.


Teresa G. Uncal
Notary Public



The certificate of designating place of business for the service of process within Florida, naming agent upon process may be served.

Having been named to accept service of process for the above named corporation, on this 20th day of June 2005, at the place designated in this certificate. Furthermore I agree to comply with the provisions of all statutes relative to the proper and complete of my duties.


Guillermo E. Romero/Subscriber

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