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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

SHUTT AUTO ACCESORIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

Help

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**ARTICLES OF INCORPORATION
OF
SHUTT AUTO ACCESSORIES, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Shutt Auto Accessories, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

2315 N.W. 107th Avenue
Warehouse 1A, Box 133
Miami, Florida 33172

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, \$0.01 par value per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 515 East Park Avenue, Tallahassee, Florida 32301. The name of the Corporation's initial registered agent at that office is: CorpDirect Agents, Inc.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Paulo Miranda, Esq., One Southeast Third Avenue, 25th Floor, Miami, Florida 33131.

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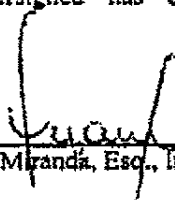
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ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of October, 2007.



Paulo Miranda, Esq., Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of SHUTT AUTO ACCESSORIES, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3rd day of October, 2007.

CorpDirect Agents, Inc.



Name: Katie Wonsch

Title: Assistant Secretary

Registered Agent

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