

FEB-09-2009 MON 01:44 PM

FAX NO.

01

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

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Account Number : 076424000767
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 FEB 9 P 3:30

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FLORIDA PROFIT/NON PROFIT CORPORATION

SMITH AUTOMOTIVE ROAD SERVICE INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

SMITH AUTOMOTIVE ROAD SERVICE, INC.

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2009 FEB -9 P 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: SMITH AUTOMOTIVE ROAD SERVICE, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

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In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is 21911 SW 100 CT., MIAMI, FLORIDA 33190. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

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The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Abraham Smith, President
21901 SW 100 Ct.
Miami, Florida 33190

Yeritza Z. Smith, Vice President
21901 SW 100 Ct.
Miami, Florida 33190

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Abraham Smith, President
21901 SW 100 Ct.
Miami, Florida 33190

Yeritza Z. Smith, Vice President
21901 SW 100 Ct.
Miami, Florida 33190

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Mirta M. Iglesias
SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE XI - CONFLICT OF INTEREST

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No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to 21901 SW 100 Ct., Miami, Florida 33190. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon Yeritza Z. Smith, the Registered Agent, at 21901 SW 100 Ct., Miami, Florida 33190.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

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Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer, and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal in that matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 9th day of February, 2009.

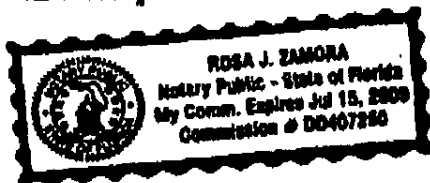
By: Mirta M. Iglesias
Mirta M. Iglesias, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9th day of February, 2009 by MIRTA M. IGLESIAS. She is personally known to me.

[NOTARIAL SEAL]



Signature: [Signature]
Name: [Signature]
Title: _____
Commission No.: _____
My Commission Expires: _____

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FEB-09-2009 MON 01:47 PM
FEB-8-2009 23:27 FROM:
FEB 08 2009 11:13 AM

FAX NO.
TO: 3054433292

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

FILED
2009 FEB -9 P 3:30
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

IN COMPLIANCE WITH SECTION 48.081, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: SMITH AUTOMOTIVE ROAD SERVICE, INC., WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 21901 SW 100th COURT, CITY OF MIAMI, STATE OF
FLORIDA, HAS NAMED YERITZA Z. SMITH, LOCATED AT 21901 SW 100th COURT,
CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

DATED: February 19, 2009.

Mirza M. Iglesias
Mirza M. Iglesias, Incorporator

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.

DATED: _____, 2009.

YERITZA Z. SMITH, REGISTERED AGENT

By: [Signature]

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