

P9500003579

TRANSMITTAL LETTER

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

SUBJECT: AUTOTAC, INC.
(proposed corporate name)

000001368100
-01/03/95--01127--019
****122.50 ****122.50

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Don R. Livingstone, Esq.
Name
7711 S. W. 62 Ave.
Address
S. Miami, FL 33143
City, State, & Zip
(305) 665-1821
Telephone Number

FILED
95 JAN -3 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-29-94

Note: Additional copy of articles is needed only when certified copy is requested.

~~1015-225~~

T. BROWN JAN 13 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1995

DON R. LIVINGSTONE, ESQ.
7711 S.W. 62 AVENUE
SOUTH MIAMI, FL 33143

SUBJECT: AUTOTAC, INC.
Ref. Number: W95000000223

We have received your document for AUTOTAC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00000357

FILED
95 JAN -3 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

12-29-94

AUTOTAC, INC.

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The Name of the corporation is: AUTOTAC, INC.

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

(a) Automotive repair including paint and body shop.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad,

canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except money or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

(e) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(h) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign country or countries.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these articles.

ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with \$10.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

ARTICLE V - 1244 STOCK

The capital stock of the corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is

8101 S. W. 72 Avenue, #301W, Miami, FL 33143

and the name of the initial registered agent of this corporation at that address is

REBECA A. DIAZ

However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have _____ director (s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three.

The names and post office addresses of the First Board of Directors, who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are selected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
REBECA A. DIAZ	8101 S. W. 72 Ave., #301W Miami, FL 33143

ARTICLE IX - INCORPORATORS

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
REBECA A. DIAZ	8101 S. W. 72 Ave., #301W Miami, FL 33143

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common Shares.

ARTICLE XII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Director or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - MISCELLANEOUS

(a) The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

(d) The undersigned, REBECA A. DIAZ, hereby accepts in writing the office of registered agent and hereby states that she is familiar with and accepts the duties and responsibilities of registered agent for this corporation.

WE, the undersigned, being each and all of the original subscribers to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seals this

Dec. day of 29, 19 94.

Rebecca Alexandra Diaz
REBECA ALEXANDRA DIAZ, a/k/a Rebeca A. Diaz,
Sole Subscriber, Sole Director & Registered
Agent

STATE OF FLORIDA) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared and known
REBECA ALEXANDRA DIAZ, a/k/a Rebeca A. Diaz

who, after being by me first duly cautioned and sworn, upon their respective oaths depose and say that they are the parties to the foregoing Articles of Incorporation and severally acknowledged the said execution to be their free and voluntary act and deed, each of them, each for himself and not for the other, and that the facts therein stated are truly set out.

WITNESS my hand and seal at South Miami, Florida, the day and date first above set forth.

John S. Smith
Notary Public, State of Florida

My Commission Expires:



P95000003579

DON R. LIVINGSTONE
TERRY McSHANE
ATTORNEYS AT LAW
7711 N.W. 22 AVENUE, 1ST FLOOR
SOUTH MIAMI, FLORIDA 33143
TELEPHONE (305) 865-1881
FAX NO. (305) 254-0464

FILED
95 FEB 16 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 13, 1995

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

400001408604
-02/16/95--01124--001
*****87.50 *****87.50

Re: Autolac, Inc. Amendment

Dear Sir:

I am enclosing an original and duplicate copy of Articles of Amendment for the captioned corporation. We request your approval of this Amendment and ask that you send a certified copy to me. Also enclosed is my trust account check in the amount of \$87.50 representing your fee.

Please contact us with any questions or problems.

Sincerely,

Don R. Livingstone
etc

DON R. LIVINGSTONE

Its
Enclosures

N/c
2/20
JB

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF AUTOTAC, INC.
Document No. P95000003579

FILED
95 FEB 16 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Article I of the Articles of Incorporation of AUTOTAC, INC., is amended to read as follows:

ARTICLE I - NAME

The name of the corporation is BEZANA, INC.

2. The foregoing amendment was adopted by REBECA A. DIAZ, the sole incorporator and director of this corporation on January 20, 1995, prior to the issuance of shares.

IN WITNESS WHEREOF, the undersigned sole director and incorporator has executed these Articles of Amendment on January 20, 1995.

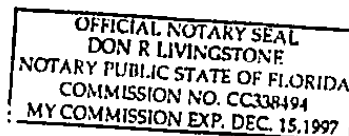
Rebeca A. Diaz
REBECA A. DIAZ, Sole Director &
Incorporator

State of Florida
County of Dade

BEFORE ME, the undersigned authority, personally known to me, appeared REBECA A. DIAZ, Sole Director and Incorporator, who, after being by me first duly cautioned and sworn, upon her oath deposes and says that she is the party to the foregoing Articles of Amendment and acknowledges the said execution to be her free and voluntary act and deed, and that the facts therein are true and correct.

WITNESS my hand and seal at Miami, Florida, on the date above written.

Don R Livingstone
Notary Public, State of Florida



P95000003579

DON R. LIVINGSTONE

TERRY, McSHANE

ATTORNEYS AT LAW

7715 W. 82 AVENUE, 1ST FLOOR

SOUTH MIAMI, FLORIDA 33143

TELEPHONE (305) 868-1821

FAX NO (305) 884-0464

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 21 PM 12:34

March 27, 1995

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-0001735-01002--001
*****01.00 *****87.50

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

Re: Bezana, Inc. Amendment

Dear Sir:

I am enclosing an original and duplicate copy of Articles of Amendment for the captioned corporation. We request your approval of this Amendment and ask that you send a certified copy to me. Also enclosed is my trust account check in the amount of \$87.50 representing your fee.

Please contact us with any questions or problems.

Sincerely,

Don R. Livingstone

DON R. LIVINGSTONE

Its
Enclosures

NIC
Jm
4-21



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 5, 1995

DON E. LIVINGSTONE
7711 SW 62 AVE., 1ST FL.
S. MIAMI, FL 33143

SUBJECT: BEZANA, INC.
Ref. Number: P95000003579

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6908.

Tawana McCiellan
Corporate Specialist

Letter Number: 095A00015372

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF BEZANA, INC

Document No P95000003579

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 21 PM 12:34

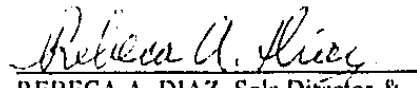
1 Article 1 of the Articles of Incorporation of BEZANA, INC., is amended to read as follows:

ARTICLE 1 - NAME

The name of the corporation is A C S Technology, Inc

2. The foregoing amendment was adopted by REBECA A. DIAZ, the sole incorporator and director of this corporation on March 20, 1995, prior to the issuance of shares.

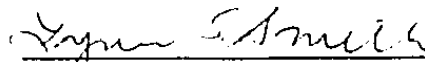
IN WITNESS WHEREOF, the undersigned sole director and incorporator has executed these Articles of Amendment on March 20, 1995.


REBECA A. DIAZ, Sole Director &
Incorporator

State of Florida
County of Dade

BEFORE ME, the undersigned authority, personally known to me, appeared REBECA A. DIAZ, Sole Director and Incorporator, who, after being by me first duly cautioned and sworn, upon her oath deposes and says that she is the party to the foregoing Articles of Amendment and acknowledges the said execution to be her free and voluntary act and deed, and that the facts therein are true and correct.

WITNESS my hand and seal at Miami, Florida, on the date above written.


Notary Public, State of Florida

