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20-0111-0-1000  
02/06/95

ARTICLES OF INCORPORATION  
OF  
SANLLEY AUTO SERVICES, INC.

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TALLAHASSEE, FLORIDA

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Sanlley Auto Services, Inc., and the principal place of business and mailing address of this corporation shall be:

7890 S.W. 12th Street  
Miami, Florida 33144

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class Of Stock
1,000	\$1.00 Par Value	Common

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the presumptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

NEIL S. BAYER, ESQ.  
FL BAR NO. 615684  
(305) 441-5966  
3147 Virginia St.  
Coconut Grove, FL 33133

H9500000 1479

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 7890 S.W. 12th Street, Miami, Florida 33144, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Rebecca O'Neill.

**ARTICLE VI  
INITIAL DIRECTORS**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Eduardo J. Sanley President/Director	7890 S.W. 12th Street Miami, Florida 33144
Rebecca A. O'Neill Vice President	7890 S.W. 12th Street Miami, Florida 33144
Juan Carlos Sanley Secretary/Treasurer	7890 S.W. 12th Street Sebring, Florida 33871

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator is Neil E. Bayer, Esq., Sarnoff & Bayer, 3197 Virginia Street, Coconut Grove, FL 33133.

**ARTICLE VIII  
DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this

H9500000 1479

H9500000 1479

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corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

**ARTICLE IX  
NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE X  
INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 31<sup>st</sup> day of January, 1995.



NEIL E. BAYER  
Florida Bar No. 615674

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

H9500000 1479

In compliance with the laws of the State of Florida, the following is submitted: Sanley Auto Services, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7890 S.W. 12th Street, Miami, Florida 33144 has named Rebecca O'Neill, 7890 S.W. 12th Street, Miami, Florida 33144, County of Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I heroby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

*Rebecca O'Neill*  
Rebecca O'Neill, Registered Agent

DATED: this 29 day of January, 1995.

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