

 **P95000011062**

## **B.W. TRANSMISSIONS**

B W Tansmissions  
325 N Military Trail  
West Palm Beach FL 33415

Telephone 407-478-3201

Department of state  
Division of Corporations  
P.O. Box 6327  
Tallahassee, fl 32314  
JANUARY 22ND 1994

200001399502  
-02/07/95--01078--002  
\*\*\*\*122.50 \*\*\*\*122.50

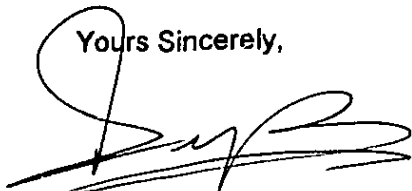
**SUBJECT : B W TRANSMISSIONS**

Dear Sirs,

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Check for One Hundred and Twenty Two Dollars and Fifty Cents (\$122.50)

We would appreciate your acknowledgement in due course.

Yours Sincerely,



**PATRICK DWYER,  
REGISTERED AGENT**

*5005*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 FEB -6 PM 3:28

**ARTICLES OF INCORPORATION  
OR  
B.W. TRANSMISSIONS INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -6 PM 3:28

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

**ARTICLE 1**

The name of the corporation shall be B.W. Transmissions INC.

**ARTICLE 11**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the state of Florida and the United States of America.

B. To engage in the Repairs and Sales of Motor Vehicles and Accessories.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law, and provided further, that shares of its own

capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purposes of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all powers, either as principal, agent, or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### **ARTICLE 111**

This corporation is authorized to issue 2,000 shares of common stock with an initial par value of \$1.00 per share. The initial distribution of the shares shall be 2000 shares.

#### **ARTICLE 1V**

The amount of capital with which this corporation shall begin business shall be \$2,000.00

#### **ARTICLE V**

The existence of this corporation shall be perpetual.

#### **ARTICLE VI**

The principal office of this corporation shall be located at 325 N. Military Trail, West Palm Beach, FL. 33415

#### **ARTICLE VII**

The corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws

#### **ARTICLE VIII**

The name and address of the first Board of Director, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until his successors shall have been elected and qualified, are as follows:

<b>NAME</b>	<b>ADDRESS</b>
<b>GEORGE HERMANN</b>	<b>325 N. Military Trail, West Palm</b>
<b>Beach, FL. 33415</b>	

#### **ARTICLE IX**

The registered agent and the registered office to this corporation will be:

**PATRICK DWYER**  
**9991 NOBHILL CT.**  
**SUNRISE, FL. 33315**

#### **ARTICLE X**

The name and address of each subscribed to these Articles of Incorporation are as follows:

**GEORGE HERMANN**

address same as article VIII.

#### **ARTICLE XI**

The officer of the corporation until the first meeting of the corporation Board of Director, or until successors are elected, shall be:

**GEORGE HERMANN**

#### **ARTICLE XII**

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

#### **ARTICLE XIII**

This corporation shall be initially governed by the initial Board of Director as set forth in these articles, notwithstanding other provisions of these Articles.

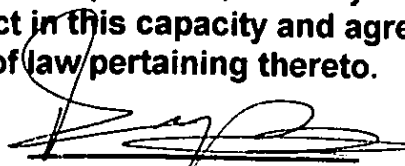
Incorporation. At the discretion of the initial Board of Director or their successors, at a meeting held for that purpose, the initial Board may decide to allow the stockholders to elect a future Board of Director and officer as provided elsewhere in these Articles of Incorporation.

Each director shall hold office for one (1) year after their election or untill their successors are elected or appointed and have qualified. The stockholders may also elect such persons to fill the offices of: PRESIDENT and such other offices as are permitted by the

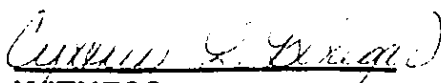
By-Laws of the corporation. The officer shall serve for three (3) years after his election or untill his successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors in the future shall be set out in the By-Laws.

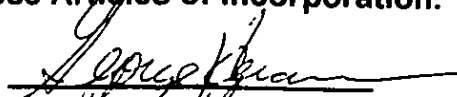

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**


Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
PATRICK DWYER  
REGISTERED AGENT

IN WITNESS WHEREOF, we have hereunto made,  
subscribed and acknowledged these Articles of Incorporation.

  
WITNESS

  
WITNESS

\_\_\_\_\_

FLORIDA  
STATE OF \_\_\_\_\_)

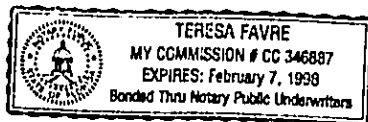
COUNTY OF Palm Beach SS:

The foregoing Articles of Incorporation were sworn to and subscribed before me this 2nd day of Feb, 1995, by George M. Hermiton, who is personally known to me or who has produced Florida Drivers Lic as identification, and acknowledged the Articles to be the act and deed of the subscriber(s).

NOTARY PUBLIC:

Sign Teresa Favre

Print Teresa Favre



State of Florida  
Commission No: #CC 346887

My Commission Expires:

February 7, 1998

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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:**

**FIRST—THAT B.W. TRANSMISSIONS INC.  
(NAME OF CORPORATION)  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
WEST PALM BEACH**

\_\_\_\_\_  
(CITY)  
**FLORIDA PATRICK DWYER**  
STATE OF \_\_\_\_\_, HAS NAMED \_\_\_\_\_  
(NAME OF REGISTERED AGENT)  
**9991 NOBHILL COURT, SUNRISE, FL. 33351**

**LOCATED AT** \_\_\_\_\_  
(STREET ADDRESS AND NUMBER OF BUILDING, POST  
OFFICE BOX ADDRESS ARE NOT ACCEPTABLE)  
**SUNRISE**

**CITY OF \_\_\_\_\_, STATE OF FLORIDA, AS ITS  
(CITY)  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

**SIGNATURE** \_\_\_\_\_

**PRESIDENT**

**TITLE** \_\_\_\_\_

**DATE** JANUARY 23RD 1995

**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.**

**SIGNATURE** \_\_\_\_\_

**(REGISTERED AGENT)**

**DATE** 1/23/95

95 FEB - 3 PM 3:28

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000011062


PARALEGAL ASSOCIATES  
332 W. BOYNTON BEACH BLVD. SUITE 4  
BOYNTON BEACH, FL 33435

1652

April 5<sup>th</sup> 1996

63-858/870 30

PAY TO THE ORDER OF Secretary of State \$ 35.00  
Thirty Five and no/100 DOLLARS

 080-030  
114 North Federal Highway  
Boynton Beach, Florida 33435

FOR DISSOLUTION - BW TRANSMISSION En Lee Brown

⑈001652⑈ ⑆067008582⑆ 1811653273⑈

GUARDIAN & SAFETY SQUARE AMERICAN

100001780221  
04/15/96--01000--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

D:SS.  
4/10/96  
Sf



FILED

ARTICLES OF DISSOLUTION 96 APR -8 AM 8:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation  
submits the following articles of dissolution:

FIRST: The name of the corporation is B. W. TRANSMISSIONS, INC.

SECOND: The articles of incorporation were filed on February 5, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have  
been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 3RD day of April, 19 96.

Signature George Hermann

(By an incorporator if adopted by the incorporators or by the chairman or  
vice chairman of the board, president, or other officer if adopted by the  
director")

GEORGE HERMANN

(Typed or printed name)

PRESIDENT

(Title)