

**P** 95000019213  
 3/08/95

Charter Number Only

VALUATION ONLY

**NICOLAS CARDENAS**  
 Requestor's Name  
 782 N.W. LEJEUNE RD. #434  
 Address  
 CORAL GABLES FL 33126  
 City State ZIP Phone  
 448-3323

700001425067  
 -03/09/95--01025--030  
 \*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION(S) NAME**

SWEET BARBARA AUTO PARTS, INC.

FILED  
 03 MAR - 9 1995  
 5:28 PM  
 1995

 **EMPIRE** Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. SING MAR - 9 1995

**CERTIFIED COPY**

**ARTICLES OF INCORPORATION  
SWEET BARRA AUTO PARTS, INC.**

FILED  
95 MAR 9 - 9  
MAY 28

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

**I**

The name of the corporation shall be **SWEET BARRA AUTO PARTS, INC.**

**II**

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 purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and 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, 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 purpose of any stockholder's quorum or vote.

PAGE TWO

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provide 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 other acts and things, and to exercise 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.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is Five Thousand shares of \$1.00 par value each.

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be:  
7301 N.W. 12th Street, Miami, Florida 33126.

VI

This corporation shall have two directors 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 one.

VII

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

ANA LUCIA G. DE BRITO and ADILSON OBELARD DOS SANTOS BAPTISTA

VIII

The Registered Agent and the registered office for this corporation are: ANA LUCIA G. DE BRITO  
7301 N.W. 12th Street, FL 33126

PAGE THREE

**IX**

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

ANA LUCIA G. DE BRITO, President/Treasurer

ADILSON OBELARD DOS SANTOS BAPTISTA, Vice-  
President/Secretary

**X**

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

**XI**

ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

**XII**

PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro rate share at the price at which it is offered to others.

PAGE FOUR

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95 MAR - 9  
MAR 28

**XII**

**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 the law pertaining thereto.

Ana Lucia Brito  
ANA LUCIA G. DE BRITO

**XIV**

**INCORPORATOR**

The names and addresses of the persons signing these Articles are:

ANA LUCIA G. DE BRITO, 7301 N.W. 12th Street, Miami, Fl 33126

ADILSON OBELARD DOS SANTOS BAPTISTA, 7301 N.W. 12th Street, Miami, Fl 33126

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7<sup>th</sup> day of MARCH, 1995.

Ana Lucia Brito  
ANA LUCIA G. DE BRITO

Adilson Obelard Dos Santos Baptista  
ADILSON OBELARD DOS SANTOS BAPTISTA

STATE OF FLORIDA,  
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgements, ANA LUCIA G. DE BRITO and ADILSON OBELARD DOS SANTOS BAPTISTA, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed. ADILSON OBELARD DOS SANTOS BAPTISTA is personally known to me or has produced \_\_\_\_\_ as identification. ANA LUCIA G. DE BRITO is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 7<sup>th</sup> day of MARCH, 1995.

[Signature]  
(Print)  
NOTARY PUBLIC STATE OF FLORIDA

# P950000|19213

LAW OFFICES  
**M.A. MARTIN & ASSOCIATES, P.A.**  
SUITE 830  
848 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

500001635035  
-11/14/95--01031--014  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

CE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 30 PM 12:49

SH DEC - 4 1995

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

November 17, 1995

Renee Adwar  
M.A. Martin & Associates, P.A.  
848 Brickell Ave., Suite 830  
Miami, FL 33131

**SUBJECT: SWEET BARRA AUTO PARTS, INC.**  
Ref. Number: P95000019213

We have received your document for **SWEET BARRA AUTO PARTS, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

Steven Harris  
Corporate Specialist

Letter Number: 795A00051045

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_  
SWEET BARSA AUTO PARTS, INC.  
\_\_\_\_\_

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**ARTICLE VII:**

The name and address of the Board of Director is as follows

President/Secretary/Treasurer:

Candida Virginia Ribeiro 7301 N.W. 12th St. Miami, Fl 33126

**ARTICLE VIII:**

The name and address of the registered agent:

Candida Virginia Ribeiro 7301 N.W. 12th St. Miami, FL 33126

I accept the duties and obligations to act as registered agent

  
Candida Virginia Ribeiro

The name of the shareholder is:

Candida Virginia Ribeiro 100% of the shares

**SECOND:** *If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:*

SECRETARY OF STATE  
CORPORATE SERVICES  
95 NOV 30 PM 12:49



MINUTES OF SPECIAL MEETING OF SHAREHOLDERS, OFFICERS AND BOARD OF DIRECTORS OF SWEET BARRA AUTO PARTS, INC

A meeting of the officers, directors and stockholders of SWEET BARRA AUTO PARTS, INC., was held on August 21, 1995 at 8:00 p.m.

ADILSON OBELARD DOS SANTOS BAPTISTA, Secretary of the corporation, called the meeting to order. Present were: ADILSON OBELARD DOS SANTOS BAPTISTA, ANA LUCIA G. DE BRITO, and CANDIDA VIRGINIA RIBEIRO

ADILSON OBELARD DOS SANTOS BAPTISTA announced that the purpose of the meeting was to accept his resignation as well as ANA LUCIA G. DE BRITO as corporate officers and member of the board of directors and transfer all subscribed stock of SWEET BARRA AUTO PARTS, INC. located at 7301 N.W. 12th Street, Miami, Fl, to:

CANDIDA VIRGINIA RIBEIRO, 100% = 5.000 SHARES  
President, Vice-President, Treasurer & Secretary

The following resolution was unanimously adopted:

"RESOLVED that the agreement of transfer of all subscribed stock of shares as proposed is hereby ratified and affirmed in every respect and CANDIDA VIRGINIA RIBEIRO is qualified to hold all offices in this corporation and authorized and empowered to execute all documents necessary to consummate the transaction as set forth in said agreement."

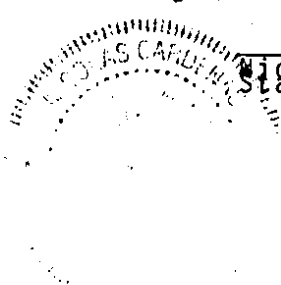
There being no further business to come before the meeting, the same was adjourned.

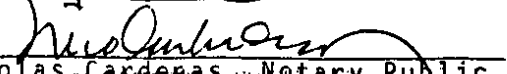
  
CANDIDA VIRGINIA RIBEIRO

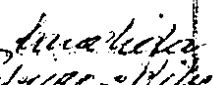
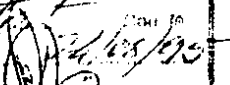

  
ADILSON OBELARD DOS SANTOS BAPTISTA

  
ANA LUCIA G. DE BRITO

Sworn to and subscribed before me this  
25<sup>th</sup> of SEPTEMBER, 1995.



  
Nicolas Cardenas, Notary Public  
State of Florida, at large

  
Candida Virginia Ribeiro  
President, Vice-President, Treasurer & Secretary  
  
Adilson Obelard dos Santos Baptista  
  
Ana Lucia G. de Brito

ASSIGNMENT OF SUBSCRIPTION OF  
"SWEET BARRA AUTO PARTS, INC."

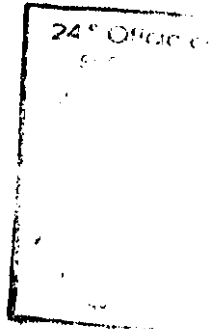
We hereby assign to CANDIDA VIRGINIA RIBEIRO all of our rights to subscribe to the share of the capital stock of the above named corporation organized under the laws of the State of Florida, which we have acquired either by being an incorporator of the above named corporation, a subscriber to the Articles of Incorporation or a subscriber to the capital stock of the above named corporation.

EXECUTED: 24 Sept, 1995.

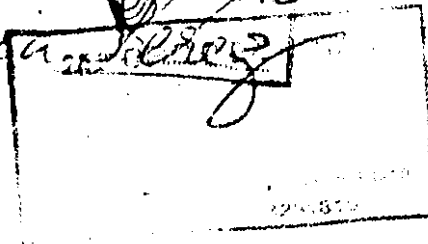


ADILSON OBELARD DOS SANTOS BAPTISTA

Ana Lucia Brito  
ANA LUCIA G. DE BRITO

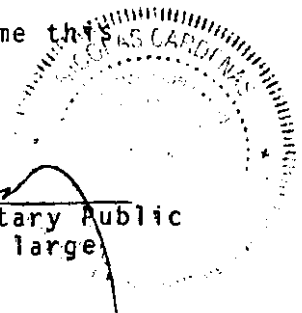


*Adilson  
Obelard dos Santos  
Baptista e Ana Lucia  
Chiquier Brito etc  
19/08/95*



Sworn to and subscribed before me this  
25<sup>th</sup> of SEPTEMBER, 1995.

Nicolas Cardenas  
Nicolas Cardenas, Notary Public  
State of Florida, at large



THIRD: The date of each amendment's adoption: August 21, 1995

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26 day of September, 1995.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Candida Virginia Ribeiro

Typed or printed name

President/Secretary/Treasurer

Title