

P95000019687

Char. Number Only

3/3/95

Oficina Madrigal, Inc.

Requestor's Name

4160 W. 16 AVE #210

Address

Hialeah FL 33012

City

State

ZIP

Phone

822-7220 A

VALIDATION ONLY

FILED  
MAR 10 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100001422821  
-03/07/95--01074--011  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Auto Image, INC.

EFFECTIVE DATE

3-3-95

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
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☐ Will Wait
- ☐ Merger  
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☐ Other  
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H. SIX MAR 7 1995

502,625  
1045-5011

EMPIRE Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 7, 1995

EMPIRE

MIAMI, FL

SUBJECT: AUTO IMAGE, INC.  
Ref. Number: W95000005011

We have received your document for AUTO IMAGE, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6052.

Hope Sims  
Corporate Specialist

Letter Number: 995A00010147



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**ARTICLES OF INCORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE I. -NAME-**

THE NAME OF THIS CORPORATION IS: CAR IMAGE, CORP.

EFFECTIVE DATE  
3-3-95

**ARTICLE II. -DURATION-**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

**ARTICLE III. -PURPOSE-**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF AUTO REPAIR, BODY SHOP AND SERVICE TO PURCHASE, SELL, RENT, LEASE CONVEY, MORTGAGE, OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, PERSONAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, MORTGAGES, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. TO LEND AND BORROW MONEY AND SECURE PAYMENT THEREOF BY ACCEPTING OR GIVING MORTGAGES, PERSONAL ENDORSEMENTS, ASSIGNMENTS PERSONAL PROPERTY OR OTHER SECURITY. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL.

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BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -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 OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 3790 NW 81 STREET, HIALEAH, FL. 33147 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: DAVID MELENDEZ

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICALS ARE:

DAVID MELENDEZ  
16105 NW 66 AVE. APT 122  
MIAMI LAKES, FL. 33014

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

**ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

DAVID MELENDEZ, PRES., SEC., TREAS.-----100% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

**ARTICLES X. -CALLING OF SPECIAL MEETINGS.**

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

**ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

**ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE

TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE XIV.-POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII.-DIVIDENDS-**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII.-INDEMNIFICATION -**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX. -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 TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX.-NOTICE-**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

3790 NW 81 STREET  
HIALEAH, FLORIDA 33147

**ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS**

THIS CORPORATION SHALL HAVE TWO DIRECTORS, THERE NAMES AND ADDRESS ARE AS FOLLOWS:

DAVID MELENDEZ  
16105 NW 66 AVE. APT. 122  
MIAMI LAKES, FL. 33014



STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY  
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO  
EXECUTED THE FOREGOING ARTICALS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE  
AFOREMENTIONED THIS 03 DAY OF THE MONTH MARCH  
THE YEAR NINETEEN HUNDRED AND NINETY FIVE.

NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

**ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -**

**THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION IN THE STATE OF FLORIDA IS:**

**3790 NW 81 STREET HIALEAH, FL. 33147**

**THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL  
OFFICE TO ANY OTHER ADDRESS IN FLORIDA.**

**IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED  
THESE ARTICLES OF INCORPORATION THIS 23 DAY OF FEBRUARY, 1995.**

  
\_\_\_\_\_  
**DAVID MELENDEZ, PRES., SEC., TREASURER**  
  
\_\_\_\_\_  
  
\_\_\_\_\_

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

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT CAR IMAGE, CORP.  
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HIALEAH, STATE OF FLORIDA HAS NAMED DAVID MENENDEZ LOCATED AT 3790 NW 81 STREET CITY OF HIALEAH, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE   
Corporate officer

TITLE \_\_\_\_\_

DATE \_\_\_\_\_

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED 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   
RESIDENT AGENT

DATE \_\_\_\_\_

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