

P95000028752

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1 800 342 8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Automotive Art, Inc

C.G. FEE. DISBURSED

☒ Capital Express™

☒ Art. of Inc. File

☐ Corp. Record Search

☐ Ltd. Partnership File

☐ Foreign Corp. File

☒ () Cert. Copy(s)

☒ Art. of Amend. File

☒ Dissolution/Withdrawal

☐ C U B.

☐ Fictitious Name File

☐ Name Reservation

☐ Annual Report/Reinstatement

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s, _____ Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone () _____

☐ Top Priority

☐ Express Mail Prep.

☐ FAX () _____ pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN
Will Pick Up 4-12-1200

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE ART, INC.

F113
95 APR 12 PM 12 00

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges, and files with the Department of State the following Articles of Incorporation.

ARTICLE - I

The name of this corporation shall be AUTOMOTIVE ART, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business or mailing address of this corporation shall be :

5771 N.W. 37 Avenue
Miami, Florida 33142

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation herein authorized, whether issued within six months from the date of incorporation or subsequently issued, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not

exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation shall be:

5771 N.W. 37 Avenue
Miami, Florida 33142

and the initial registered agent of this corporation at such office shall be ANDREW D. HARVEY-READ who, upon accepting this designation agrees to comply with the provisions of Sections 48.091, and 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment of the

Bylaws of the corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and street addresses of the directors constituting the initial Board of Directors of the corporation are:

JOHN DERECK FOSTER
Wilbey Industrial Park,
St. Michael, Barbados, W.I.

HUGH BERNARD BLADE
Wilbey Industrial Park,
St. Michael, Barbados, W.I.

The members of the initial Board of Directors shall hold office for the first year of the corporation's existence or until their successors are elected or appointed and qualified.

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected, are:

President/Secretary/Treasurer

JOHN DERECK FOSTER
Wilbey Industrial Park
St. Michael, Barbados, W.I.

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

Keith L. Brandon
5825 Sunset Drive, Suite 304
South Miami, Florida 33143

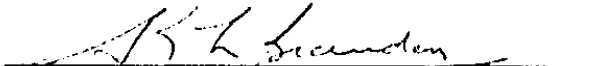
ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by the laws of the State of Florida and all rights herein conferred upon the shareholders are subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 11th day of April, 1995.

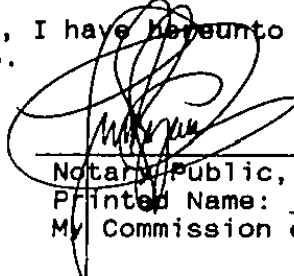


Keith L. Brandon
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared KEITH L. BRANDON, who is personally known to me, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of April, 1995.



Notary Public, State of Florida
Printed Name: LUIS A. SEGARRA
My Commission expires: 6/24/96



LUIS ALBERTO SEGARRA
MY COMMISSION # CC 210631 EXPIRES
JUNE 24, 1996
BONDED THROUGH TROY FARM INSURANCE, INC.


FILED

55 APR 12 PM 12:19

ACCEPTANCE OF REGISTERED AGENT

101-107000

HAVING BEEN NAMED----- TO ACCEPT SERVICE OF PROCESS FOR
AUTOMOTIVE ART, INC., AT THE PLACE DESIGNATED IN THE FOREGOING
ARTICLES OF INCORPORATION, 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, AND
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA
STATUTES.



ANDREW D. HARVEY-READ
Registered Agent
April 11th, 1995