

P950000 44531

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED 1508513
-06/01/95--01071--000
****131.25 ****131.25

SUBJECT: B & M AUTO SALES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Behrouz Berahman
Name (printed or typed)
14460 S.W. 96th Avenue
Address
Miami, Florida 33176
City, State & Zip
(305) 252-1862
Daytime Telephone number

NANCY HENDRICKS JUN - 9 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

B & M AUTO SALES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
14460 S.W. 96th Avenue
Miami, Florida 33176

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

6

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Behrouz Berahman
14460 S.W. 96th Avenue
Miami, Florida 33176

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Behrouz Berahman
14460 S.W. 96th Avenue
Miami, Florida 33176

Noshabe M. Toroghi
14460 S.W. 96th Avenue
Miami, Florida 33176

Seyed M. Moghani
2250 S.W. 21 Terrace
Miami, Florida 33145

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15 day of May, 19 .

B. Berahman
Signature

Noshabe M. Toroghi
Signature

Seyed M. Moghani
Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: B & M AUTO SALES, INC.

2. The name and address of the registered agent and office is:

Behrouz Berahman

(Name)

14460 S.W. 96th Avenue

(P.O. Box ~~not~~ acceptable)

Miami, Florida 33176

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

B. Berahman

(Signature)

MAY 15 1995

(Date)

BUSINESS SERVICES

SILVIO CORTEZ

ACCOUNTING

BOOKKEEPING

TAX SERVICES

CONSULTATION

10651 North Kendall Drive, Suite #201, Miami, FL 33176

FAX (305) 273-8533

Phone (305) 273-8588

April 22, 1996

P95000044531

Fla. Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: B & M AUTO SALES, INC.

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation for the above corporation and a check in the amount of \$35.00 to cover the Filing Fee.

From: Janet W. Cortez
10651 N. Kendall Dr., Ste. 201
Miami, FL 33176

Sincerely yours,

Janet W. Cortez

Janet W. Cortez
Accountant

*Janet W. Cortez
gave permission
to delete the
word "initial".
DC
5-3-96*

*Amendment
5-3-96
DC*

FILED
56 APR 25 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
B & M AUTO SALES, INC.

FILED
96 APR 25 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: The following articles shall be changed to read:

ARTICLE II PRINCIPAL OFFICE

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

#2 N.W. 79th Street
Miami, Florida 33150

ARTICLE III SHARES

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV ~~INITIAL~~ REGISTERED AGENT AND STREET ADDRESS

The name and address of the ~~initial~~ registered agent is:

Behrouz Berahman
#2 N.W. 79th Street
Miami, Florida 33150

SECOND: Amendment(s) added. The following Articles shall be added.

ARTICLE VI BOARD OF DIRECTORS

The initial Board of Directors shall consist of a total of two (2) directors. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

ARTICLE VII DIRECTORS' NAMES AND ADDRESSES

The names and addresses of the first Board of Directors of the Corporation, who shall hold office for the first year and a half, or until their successors are chosen, are:

Behrouz Berahman	President
14460 S.W. 96th Avenue	
Miami, FL 33176	

Mohssen Nazari Jalileyan	Treasurer-Secretary
#2 N.W. 79th Street	
Miami, FL 33150	

ARTICLE VIII STOCK RIGHTS OF SHAREHOLDERS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE IX NUMBER OF SHARES

The names and addresses of the shareholders of this Corporation and the number of shares of stock they agree to take are:

Behrouz Berahman	50 Shares or 50%
14460 S.W. 96th Avenue	
Miami, FL 33176	

Mohssen Nazari Jalileyan	50 Shares or 50%
#2 N.W. 79th Street	
Miami, FL 33150	

ARTICLE X AMENDMENTS OR REPEAL

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

THIRD: 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:

FOURTH: The date of each amendment's adoption: Sept 15, 1995

FIFTH: 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 incorporator(s) without shareholder action and shareholder action was not required.

Signed this day 11 of March, 1996

Signature B. B. B. B.
(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)

Schroeder Berakman
Typed or printed name

President
Title