

P95000057200

**EDDIE NURIELI**  
ATTORNEY AT LAW

915 Middle River Drive  
Suite 214  
Ft. Lauderdale, FL 33304  
Tel. (305) 564-9291  
Fax. (305) 564-5725

Admitted in Florida  
Admitted in New York

20 Vesey Street  
Suite 505  
New York, N.Y. 10007  
Tel. (212) 267-3550  
Fax. (212) 267-3803

Please Reply to  
Florida Office

October 18, 1995

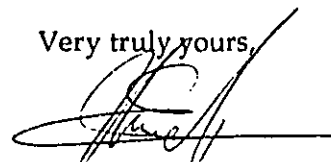
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: U&A Automotive, Inc.

Dear Sir/Madam:

Please find enclosed two original copies of the Articles of Amendment to the above captioned entity together with my check for the filing fees. Kindly file the same and send proof thereof to the undersigned.

Very truly yours,



EDDIE NURIELI

EN/rm  
encl.

300001619163  
-10/25/95--01007--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amend*

VS OCT 25 1995

FILED  
95 OCT 23 AM 11:26  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**ARTICLES OF AMENDMENT**

**OF**

**U&A AUTOMOTIVE, INC.**

**FILED**  
**95 OCT 23 AM 11:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

**ARTICLE I : NAME**

The name of the corporation is

**U&A AUTOMOTIVE, INC.**

**ARTICLE II : AMENDMENTS**

1. Amend to remove the name of Uri Digmi who resides at 2450 N. Powerline Road, Pompano Beach, Florida, as director and officer of the Corporation, and add the name of Naor Melamed, as the new director and President / Secretary of the Corporation, who both reside at 2450 N. Powerline Road, Pompano Beach, Florida.

Amendment adopted October 18, 1995.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

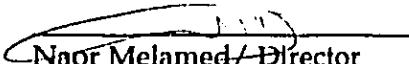
2. Amend to remove the name of Uri Digmi who resides at 2450 N. Powerline Road, Pompano Beach, Florida, as the initial registered agent of the corporation, and add the name of Naor Melamed, who resides at 2450 N. Powerline Road, Pompano Beach, Florida as the new registered agent.

Amendment adopted October 18, 1995.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

  
Naor Melamed  
President

The undersigned has executed these Articles of Amendment this 18th day of October, 1995.

  
~~Naor Melamed~~ Director

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
SIGNATURE

10-18-95  
DATE

P4500057202

LAW OFFICES OF  
**WEITZ & SCHWARTZ, P.A.**  
WORLD EXECUTIVE BUILDING, SUITE 290  
3530 NORTH STATE ROAD 7  
FORT LAUDERDALE, FLORIDA 33310

JEFFREY L. WEITZ  
ERIC R. SCHWARTZ

TELEPHONE (305) 484-3544  
FAX (305) 735-9594

July 21, 1995

EFFECTIVE DATE  
7/21/95

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: U & A AUTOMOTIVE, Inc.

Dear Sirs:

Enclosed please find an original and two copies of the Articles of Incorporation for the above-captioned corporation. I am enclosing my check in the amount of \$122.50 representing payment of the following:

Filing fee	\$35.50
Certified Copy of Articles of Incorporation:	52.00
Designation of Resident Agent:	35.00

900001544149  
-07/24/95--01073--013  
\*\*\*\*122.50 \*\*\*\*122.50

Also enclosed herein is a Certificate Designating Place of Business and Agent. Please return a certified copy of the Articles of Incorporation at your earliest opportunity.

Thank you for your cooperation in this matter.

Very Truly yours,

WEITZ & SCHWARTZ, P.A.

Eric R. Schwartz

ERS/mk

ARTICLES OF INCORPORATION

OF

U & A AUTOMOTIVE, INC.

ARTICLE I - NAME

The name of this corporation is U & A AUTOMOTIVE, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

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 already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

RECORDED  
7/21/93  
EFFECTIVE 7/21/93

corporation is 2450 N. Powerline Road, Pompano Beach, FL 33069 and the name of the initial registered agent of this corporation at that address is URI DIGMI.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

URI DIGMI  
2450 N. Powerline Road  
Pompano Beach, FL 33069

**ARTICLE VIII - CORPORATE MAILING ADDRESS**

The principal mailing address of the corporation is:

2450 N. Powerline Road  
Pompano Beach, FL 33069

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is:

URI DIGMI  
2450 N. Powerline Road  
Pompano Beach, FL 33069

**ARTICLE X - INDEMNIFICATION**

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

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 21 day of July, 1995.

*URI DIGMI*

URI DIGMI

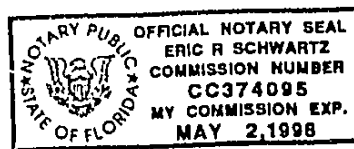
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this \_\_\_\_  
day of July, 1995, by URI DIGMI, who is personally known to me or  
who has produced Fl. Driver's L. as identification and who did not  
take an oath.

My Commission Expires:

*Eric R. Schwartz*  
\_\_\_\_\_  
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICLE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
JUL 21 1961  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That U & A AUTOMOTIVE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the City of Pompano Beach, County of Broward, State of Florida, has named URI DIGMI, located at 2450 N. Powerline Road, Pompano Beach, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



URI DIGMI



