

P95000063209

August 1, 1995

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100001553531
-08/04/95--01066--009
****122.50 ****122.50

Re: Filing of Articles of Incorporation
Matt's Automotive, Inc.

Please find enclosed Articles of Incorporation to be filed effective August 1, 1995, or as soon thereafter as feasible for Matt's Automotive, Inc. Also enclosed are the filing fee of \$122.50 and Certificate designating place of business or domicile for the service of process within this state.

If further information is required, please advise.

Very truly yours,
Matt's Automotive, Inc.

M. Lamanati
Mehdy Lamanati, President

enclosures

WAT-15789
6128 Liberty Ave
Tempe, Arizona 85281
8/7/95
0060
00612
00671
(II)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1995

MEHDY LAMANATI,
6128 LIBERTY AVENUE
TEMPLE TERRACE, FL 33617

SUBJECT: MATT'S AUTOMOTIVE, INC.
Ref. Number: W95000015789

We have received your document for MATT'S AUTOMOTIVE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 195A00036811

ARTICLES OF INCORPORATION
OF
MATT'S AUTOMOTIVE, INC.

I, the undersigned for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation

ARTICLE I

The name of the corporation is:

MATT'S AUTOMOTIVE, INC.

located at 5007 N. Clark Ave., Tampa, Florida 33614

ARTICLE II

The general nature of the business or business to be transacted is as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance of the carrying out of the powers and purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

SECTION 33 To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 34 To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the state or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall not be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or

associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock of this corporation as authorized to have outstanding at any one time shall be five hundred (500) shares of one dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock," as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder, upon 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida shall be 6128 Liberty Ave., Temple Terrace, Florida 33617, and the name of the initial registered agent of this corporation is Mehdy Lamanati. The corporation shall have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

This corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and street address of the first Board of Directors of this Corporation and the sole incorporator, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, is: Mehdy Lamanati, 6128 Liberty Ave., Temple Terrace, Florida 33617

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of Articles of Incorporation be made.

ARTICLE XII

In accordance with F.S. 607.617, the date of the corporate existence of this corporation shall be the date of the subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate

existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the sole subscribing Incorporator have hereunto my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, this 1st day of August, 1995.

M. Lamanati (Seal)
Mehdy Lamanati

State of Florida >

County of Hillsborough >

BEFORE ME, the undersigned authority, this day, personally appeared, Mehdy Lamanati, known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal in the County and State named above, this 1st day of August, 1995.

Ismael Perez

Notary Public

State of Florida

My commission Expires:



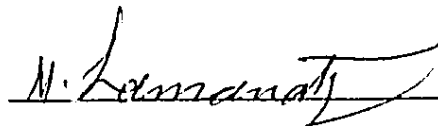
"OFFICIAL SEAL"
Ismael Perez
My Commission Expires 5/19/98
Commission #CC 374216

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

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

First - that desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 5007 N. Clark Ave., Tampa, Florida 33614 has named Mehdy Lamanati, 6128 Liberty Ave., Temple Terrace, Florida 33617 as its agent to accept Service of Process within this State.

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 provision of said Act relative to keeping open said office.



Mehdy Lamanati