

795000068989

MEISLER & SMITH, P.A.
ATTORNEYS AT LAW

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NATHAN KITTNER *

□ Also D.C. & New Mexico Bars
† Also New York Bar

* Also New York & New Jersey Bars

(305) 752-4344
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August 24, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001572172
-08/23/95--01061--008
***122.50 ***122.50

Re: Articles of Incorporation for
B & P ENTERPRISES, INC.
Our file no. 95-169

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for B & P ENTERPRISES, INC. to be filed with the Secretary of State and a certified copy returned to this office.

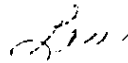
Also enclosed is a check in the amount of \$122.50 for the filing fee.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

AUG 30 1995

BSB



W95-1115417

LOU DOLAN
Office Administrator

MLD/lou
Enclosures

SEP 7 1995 BSB

FILED
95 SEP -7 PH 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1995

MEISLER & SMITH, P.A.
10211 WEST SAMPLE ROAD
CORAL SPRINGS, FL 33065

SUBJECT: B & P ENTERPRISES, INC.
Ref. Number: W95000017547

We have received your document for B & P ENTERPRISES, 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 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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 095A00040499

ARTICLES OF INCORPORATION
OF
B & P AUTOMOTIVE ENTERPRISES, INC.

FILED
95 SEP -7 PH 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **B & P AUTOMOTIVE ENTERPRISES, INC.** located at 20 N.W. 3rd Avenue, Deerfield Beach, Florida 33441.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10211 West Sample Road, Suite 212, Coral Springs, Florida 33065, and the name of the initial registered agent of this corporation at that address is Meisler & Smith, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and addresses of the initial Board of Directors of this corporation are:

BARRY MORRES

20 N.W. 3rd Avenue
Deerfield Beach, FL 33441

PAUL MORRES

20 N.W. 3rd Avenue
Deerfield Beach, FL 33441

MELVIN MORRES

20 N.W. 3rd Avenue
Deerfield Beach, FL 33441

JERRY MORRES

20 N.W. 3rd Avenue
Deerfield Beach, FL 33441

PAUL ST. JAMES

316 S.E. 11th Court
Deerfield Beach, FL 33441

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is: Michael C. Meisler, 10211 West Sample Road, Suite 212, Coral Springs, Florida 33065.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of September, 1995.

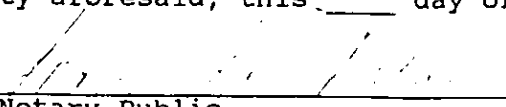


MICHAEL C. MEISLER

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael C. Meisler, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of September, 1995.



Notary Public
State of Florida at Large

My commission expires:



MARY LOU DOLAN
My Commission GC443089
Expires Mar 02, 1999
Bonded by HAI
800-422-1555

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST--THAT B & P AUTOMOTIVE ENTERPRISES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 20 N.W. 3rd Avenue, Deerfield Beach, STATE OF FLORIDA, HAS NAMED Meisler & Smith, P.A, LOCATED AT 10211 West Sample Road, Suite 212, Coral Springs, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Michael C. Meisler

TITLE: Vice President

DATE: September 5, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

Meisler & Smith, P.A.

BY: 

Ronald J. Smith, Esq.

DATE: September 5, 1995

FILED
95 SEP -7 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA