

P95000072303

1. Agents Confidence Inc.
 (Requester's Name)
5111 3rd Street N.E.
 (Address)
Minneapolis, MN 55401 (City, State, Zip) (Phone #) 612/338-2123

SEARCHED SERIALIZED
 INDEXED FILED
 FILED CERTIFIED

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Chiriboga Metal Building Inc. (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in Pick up time 5:00

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 95 SEP 19 PM 2:31
 SECRETARIAL STATE
 TALLAHASSEE, FLORIDA

DMC 9/19/95

Examiner's Initials

CERTIFICATE OF INCORPORATION

FILED

OF

95 SEP 19 PM 2:31
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

CARIBE AUTO BODY REPAIR INC.

We, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this Corporation shall be: CARIBE AUTO BODY REPAIR INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- (a) The corporation will engage in any activity or business permitted under the laws of the state of Florida and of the United States of America.
- (b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory or government.
- (c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in land and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.
- (d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other State or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
- (e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities.

including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder's quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be ONE THOUSAND (1,000) shares, all of which shall be of ONE DOLLAR(S) (\$1.00) par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in service or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the corporation is: 7495 N.W. 32 Ave, Hialeah Florida 33147 and the initial registered agent at such address is: JEROME SPENCER

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial post Office Address of the principal office of this corporation in the State of Florida is: 7495 NW 32 Ave, Hialeah Florida 33147.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This Corporation shall have TWO (2) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The names and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

JEROME SPENCER 7495 N.W. 32 AVE. HIALEAH FLORIDA 33147	DIRECTOR PRESIDENT REGISTERED AGENT
ALFREDO LANDRON 329 N.E. 1 ST MIAMI FLORIDA 33009	DIRECTOR VICE-PRESIDENT SECRETARY

ARTICLE IX.

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid therefor, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

NAME	ADDRESS	SHARES	VALUE
JEROME SPENCER	7495 N.W. 32 AVE. HIALEAH FLORIDA 33147	500	\$500.00
ALFREDO LANDRON	329 N.E. 1 ST MIAMI FLORIDA 33009	500	\$500.00

ARTICLE X.

The management and control of the business of this corporation shall be continued under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a president; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

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 by them to the stockholders, and approved at a stockholders' meeting by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- (C) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- (d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders or record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 13th day of September, 1995.

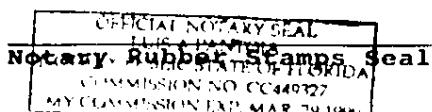
JEROME SPENCER (SEAL)
JEROME SPENCER

ALFREDO LANDRON (SEAL)
ALFREDO LANDRON

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY, that on this day, before me a Notary public, duly authorized in the state and county named above to take acknowledgements, personally appeared JEROME SPENCER AND ALFREDO LANDRON, to me known to be the persons described as subscribers in and who executed the forgoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at miami Dade County, Florida this 13th day of September, 1995.



Luis J. Gonzalez
Notary Signature
Printed Notary Signature

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STATE OF FLORIDA)
COUNTY OF DADE) SS

FLORIDA STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT:

Having been named as Registered Agent and to accept service of process for the above named Corporation at the place designated in this Articles, 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.

DATE: September 13, 1995.

Jerome Spencer

Registered Agent
Jerome Spencer