

1/2/96

LOUISIANA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

33401-6194

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOL BRAKES CORP.

FAX AUDIT NUMBER: H96000000004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOL BRAKES CORP.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

SOL BRAKES CORP.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, and which common stock shall be of no par value - (shall have a par value of \$1.00 per share). All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the officer of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

Prepared by: Antonio Santana
11710 NW S. River Dr. Apt# 314
Medley, FL 33178
(305) 823-1771

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ARTICLE V

The amount of capital with which the corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office and registered/principal offices of the corporation in the State of Florida shall be at 11710 NW South River Dr. Apt# 314 Medley, Florida 33178. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is Alba Michel, Address 11710 NW South River Dr. Apt# 314 Medley, Florida 33178.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present. and/or such duties may be delegated to an "Executive Committee".

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ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|-----------------|----------------|---|
| Antonio Santana | President | 11710 NW South River Dr. Apt 314 Medley, Florida 33178 |
| Alba Michel | Vice-President | 11710 NW South River Dr. Apt 314 Medley, Florida 33178 |

ARTICLE X



The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> | <u>CASH VALUE</u> |
|-----------------|--|---------------|-------------------|
| Antonio Santana | 11710 NW South River Dr. Apartment # 314 Medley, Florida 33178 | 500 | 500 |
| Alba Michel | 11710 NW South River Dr. Apartment # 314 Medley, Florida 33178 | 500 | 500 |

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under *1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefit thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this
19th day of December, 1995.

 (SEAL)
 (SEAL)

State of FLORIDA
County of DADE

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I hereby certify that on this day personally appeared before me, an officer duly authorized to take acknowledgements and administer oaths in the State of Florida, ALBA MICHEL to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: My hand and official seal this 19th day of December, 1995, at Miami, County of Dade, State of Florida.

OSCAR FLORES
Notary Public, State of Florida at Large

My Commission Expires: February 10, 1998

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SOL BRAKES CORP.

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 11710 NW South River Dr. in the City of Medley, County of Dade State of Florida, has named Alba Michel, located at 11710 NW South River Dr. City of Medley, County of Dade State of Florida, as its agent to accept service of process within this state.

| OFFICER'S NAME | TITLE | SPECIFIC ADDRESS |
|------------------------|-------|---|
| <u>Antonio Santana</u> | (P) | <u>11710 NW South River Dr. Apt# 314</u> <u>Medley, Florida 33178.</u> |
| <u>Alba Michel</u> | (V) | <u>11710 NW South River Dr. Apt# 314</u> <u>Medley, Florida 33178.</u> |
| <u>Antonio Santana</u> | (T) | <u>11710 NW South River Dr. Apt# 314</u> <u>Medley, Florida 33178.</u> |
| <u>Alba Michel</u> | (S) | <u>11710 NW South River Dr. Apt# 314</u> <u>Medley, Florida 33178.</u> |

DIRECTORS:

SPECIFIC ADDRESS

| | | |
|------------------------|---------------------------------------|-------------------------|
| <u>Antonio Santana</u> | <u>11710 NW S. River Dr. Apt# 314</u> | <u>Medley, FL 33178</u> |
| <u>Alba Michel</u> | <u>11710 NW S. River Dr. Apt# 314</u> | <u>Medley, FL 33178</u> |

By: [Signature]
(Corporate Officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service in Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service in process at the above Florida designated address) in some conspicuous place in the office as required by Law.

[Signature]
(Resident Agent)