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96 JAN -9 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

OFFICE USE ONLY

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input 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

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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

Examiner's Initials _____

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CERTIFICATE OF INCORPORATION OF S & R AUTO ACCESSORIES, INC.

91 JAN -8 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the secretary of State the approval of such incorporation under the following Articles

ARTICLE I

The name of this corporation shall be S & R AUTO ACCESSORIES, INC. and it's principal place of business shall be in Miami, Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity of business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida except as may be restricted under these Articles and it's By-laws.

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CERTIFICATE OF INCORPORATION OF S & R AUTO ACCESSORIES, INC.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred share of Common Stock with no par value. All of such stock shall be issued full paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Director of this Corporation.

ARTICLE IV

The amount of capital with this corporation shall begin, shall be not less than five hundred (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be
1235 N.W. 103rd Street Miami, FL 33147

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than five (5).

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CERTIFICATION OF INCORPORATION OF S & R AUTO ACCESSORIES, INC'

ARTICLE VIII

The names and post office address of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-laws:

BRIAN SARDINE 1235 N.W. 103RD STREET MIAMI, FL 33147

LEONARD ROSS 1235 N.W. 103RD STREET MIAMI, FL 33147

CARIETHIA JOHNSON 1235 N.W. 103RD STREET MIAMI, FL 33147

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for it's indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their mettings within or without the State of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statue to the Directors.

ARTICLE X

Amendments and revisions, including alternation of any provision, of these Articles, and the by-laws, shall be by the shareholders or by Majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statues.

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CERTIFICATION OF INCORPORATION OF S & R AUTO ACCESSORIES, INC
BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite name:

NAME	NUMBER OF SHARES
BRIAN SARDINE, PRESIDENT	33.33
LEONARD ROSS, VICE PRESIDENT	33.33
CARIETHA JOHNSON, SECRETARY	33.33

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless approved by the President of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Thirty four percent (34%) of the share entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of thirty four present(34%) of the share.

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CERTIFICATE OF INCORPORATION OF S & R AUTO ACCESSORIES, INC.

represented at the meeting and entitled to vote on the subject matter shall be act of the shareholder.

ARTICLE XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholder entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDER MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed unere the direction of ther President of this Corporation.

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ARTICLE XVII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

ARTICLE XXI

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 shareholders is subject to this reservation.

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ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand-delivered to the Stockholders at the following address:

1235 N.W. 103RD STREET
MIAMI, FL 33147

ARTICLE XXIII

The name and address of the subscribers to these articles are

BRIAN SARDINE.....1235 N.W. 103RD STREET MIAMI, FL 33147.

LEONARD ROSS..... 1235 N.W. 103RD STREET MIAMI, FL 33147.

CARIETHA JOHNSON.1235 N.W. 103RD STREET MAIMI, FL 33147.

ARTICLE XXIV

The resident Agent of this Corporation is S & R AUTO ACCESSORIES, INC.
1235 N.W. 103RD STREET MIAMI, FL 33147

I, BRIAN SARDINE Hereby am familiar with and accept the duties and responsibilities as registered agent for the said Corporation.


Brian Sardine, President

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CERTIFICATE OF INCORPORATION OF S & R AUTO ACCESSORIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the above name subscribers and Resident Agent hereunto set our hand and Seal

this 2nd day of January 1996


Brian Sardine (Registered Agent)

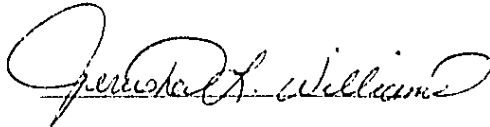
STATE OF FLORIDA)

S.S

COUNTY OF DADE)

BEFORE ME personally appeared BRIAN SARDINE, LEONARD ROSS & CARIETHA JOHNSON well known and known by me to be the same people who executed the above and forgoing instrument and acknowledged that they signed, sealed, and delivered the same as their free act deed as setforth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 2nd Day OF January, 1996



NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

