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\*\*\*\*122.50 \*\*\*\*122.50

January 5, 1996

Secretary of State  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ATUOTECH, INC.

Enclosed please find the original and one copy of Articles Of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of Articles Of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

MICHAEL P. KADEL

MAILING ADDRESS  
9791 S.W. 37th Terr  
Miami, FL 33165

JAN 23 1996 BSB

W96-1738

FILED  
95 JAN 30 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1996

MICHAEL P. KADEL  
9791 S.W. 37TH TERRACE  
MIAMI, FL 33165

SUBJECT: AUTOTECH, INC.  
Ref. Number: W96000001738

*Kendalls Autotech*

We have received your document for AUTOTECH, 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: 796A00002957

ARTICLES OF INCORPORATION

OF

KENPALLS AUTOTECH, INC.

FILED

96 JAN 30 AM 10:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is: Kenpalls AUTOTECH, INC., with its principal office located at: 9791 S.W. 37th Terr. Miami, FL 33165.

ARTICLE II - DURATION

This corporation shall exist in perpetuity unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 9791 S.W. 37th Terr, Miami, FL 33165 and the name of the initial registered agent of this corporation at that address is: Magaly Zubizarreta.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are: Oscar Zubizarreta 9791 S.W. 37th Terr, Miami, FL 33165 and John Sampedro 10500 S.W. 82nd Ave, Miami, FL 33156.

ARTICLE VII- INCORPORATION

The name and address of the persons signing these Articles Of Incorporation are: Oscar Zubizarreta, 9791 S.W. 37th Terr, Miami, FL 33165 and John Sampedro 10500 S.W. 82nd Ave, Miami, FL 33156.

**ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board Of Directors.

**ARTICLE IX- POWERS**

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

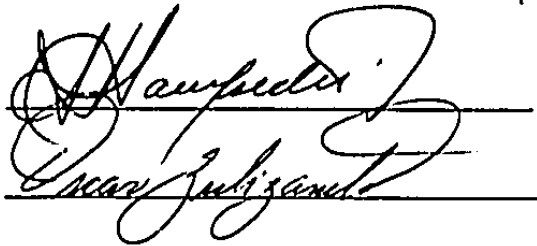
**ARTICLE X - INDEMNIFICATION**

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

**ARTICLE XI - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles Of Incorporation this 9 day of JANUARY, 1996.

  
\_\_\_\_\_  
Hans Peter J. [unclear]

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 8 day of January, 1996, by April Kadel who is personally known to me and known to be the person who executed the foregoing Articles Of Incorporation, or who has produced DRIVER'S LICENSE, as identification and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



LISA ROVETTO  
My Commission CG448171  
Expires Mar. 28, 1999  
Bonded by HAJ  
800-422-1565

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

*Handwritten: 100*  
*Handwritten: KENDALL*  
Pursuant to Florida Statutes Sections 46.091 and 607.0501, AUTOTECH, INC., having filed its Articles Of Incorporation contemporaneously herewith, with its registered office as indicated therein at: 9791 S.W. 37th Terr, Miami, FL 33165 has named, **MAGALY ZUBIZARRETA**, located there as its Registered Agent to accept service of process within this State.

BY: *Handwritten signature*

BY: *Handwritten signature*

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY: *Handwritten signature: Magaly Zubizarreta*

**FILED**  
96 JAN 30 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA