

P96000009283

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

41101111171111111111
-01/29/96--01034--040
****122.50 ****122.50

Office Use Only

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

1. ACTION BETTER BUILT TRANSMISSIONS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

789-509-2012-671
W96-2175

RECEIVED
96 JAN 29 AM 10:54
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: AACTION BETTER BUILT TRANSMISSIONS, INC.
Ref. Number: W9600002175

We have received your document for AACTION BETTER BUILT TRANSMISSIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 096A00003788

RECEIVED
95 JAN 30 AM 11:37
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
Auction Better Built Transmissions, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 30 PM 1:38

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

Auction Better Built Transmissions, Inc.
20547 Old Cutler Road Suite 200
Miami, Florida 33189

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 10800 S. Dixie Highway, Miami, Florida 33157, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be William B. Hall

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

Name

Address

Gary Greenwood

20547 Old Cutler Road
Suite 209
Miami, Florida 33189

ARTICLE VIII

The name and address of the Incorporator is

Gary Greenwood

20547 Old Cutler Road,
Suite 200
Miami, Florida 33189

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24th day of January, 1996.

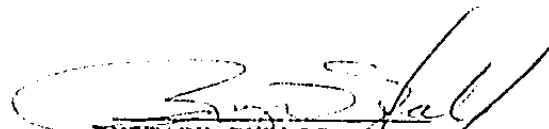

Gary Greenwood

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Gary Greenwood to me well known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 24th day of January, 1996.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:



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

In compliance with the laws of Florida, the following is
submitted.

First -- That Auction Better Built Transmissions, Inc.,
desiring to organize under the laws of the State of Florida, has
named William B. Hall, CPA, 10800 S. Dixie Highway, County of Dade,
State of Florida, 33189 as its statutory registered agent.

Having been named statutory agent of the above corporation at
the place designated in this certificate I hereby accept the same
and agree to the act in this capacity, and agree to comply with the
provisions of Florida law relative to keeping the registered office
open.



REGISTERED AGENT

DATED THIS 24th DAY OF JANUARY, 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 30 PM 1:38