

**Examiner's Initials**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1996

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

SUBJECT: CITY LUBE, INC.  
Ref. Number: W96000002435

We have received your document for CITY LUBE, 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 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: 896A00004415

RECEIVED  
96 FEB -1 PM 3:17  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**CITY LUBE, INC.**

**FILED**  
**96 FEB -1 PM 3:24**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of this Corporation is as follows:

CITY LUBE, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

7741 NW 17 Avenue  
Miami, Florida 33147

**ARTICLE III**  
**DURATION**

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLE IV**  
**PURPOSE OF CORPORATION AND**  
**NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the following business purposes: To provide basic service and maintenance on automobiles, and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

**ARTICLE V**  
**CAPITAL STOCK OF CORPORATION**

This Corporation is authorized to issue ONE HUNDRED ( 100 ) shares of ONE DOLLAR ( \$1.00 ) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE**

The name of the initial registered agent of this corporation is Deon Andrew Khani , and the street address of the initial registered office and the principal place of business of this corporation is: 7741 NW 17 Avenue, Miami, Florida 33147

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have 3 directors constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than 8 directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

<b><u>NAMES</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Deon Andrew Khani	7651 SW 56 Avenue, Apt. A Miami, Florida 33143
Vivian Khani	5860 SW 63 Avenue Miami, Florida 33143
Patricia Cancio-Bello	7651 SW 56 Avenue, Apt. A Miami, Florida 33143

**ARTICLE IX**  
**INCORPORATOR(S)**

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

<b><u>INCORPORATOR'S NAME</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Deon Andrew Khani	7651 SW 56 Avenue, Apt. A Miami, Florida 33143

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

**ARTICLE XI**  
**AMENDMENT**

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form of substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

**ARTICLE XII**  
**POWER TO FORM PARTNERSHIP**

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

**ARTICLE XIII**  
**INSPECTION**

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

**ARTICLE XIV**  
**ATTESTATION**

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporator does attest that the above facts and statements are truly and correctly stated on this 24th day of JANUARY, 1996

J. Adams Khouri (SEAL)  
(NAME)  
INCORPORATOR

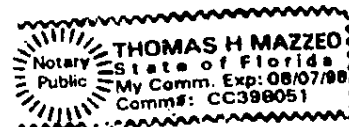
STATE OF FLORIDA    )  
                              )  
COUNTY OF DADE    )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared Dean Andrew Khouri, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and HE acknowledged before me that HE executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 24th day of January, 1996.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**FOR SERVICE OF PROCESS**

In accordance with Chapter 48.091, Florida Statutes, CITY LUBE, INC. hereby designates  
Deon Andrew Khani, of 7741 NW 17 AVENUE, MIAMI, FL. 33147, as the Registered  
Agent of said Corporation to accept service of process within the State of Florida.

CITY LUBE, INC., a  
Florida Corporation

By: *Deon Andrew Khani*  
Deon Andrew Khani - President

The person whose signature appears below accepts the above designation as Registered Agent for  
CITY LUBE INC., a Florida Corporation, for service of process within the State of Florida, and  
agrees to comply with the provisions of the law which apply to said designation of Registered  
Agent.

*Deon Andrew Khani*  
Deon Andrew Khani  
7741 NW 17 Avenue  
MIAMI, FL. 33147

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED