

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9071  
904-222-9911

800-342-8086

**SC networks**  
PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ORDER NO. : 873212

REFERENCE : 873212 1234650

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 7, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 873212

CUSTOMER NO: 1234650

CUSTOMER: Ms. Veronica Boi  
WORRY FREE, CORP.

8375 S.W. 87th Court

Miami, FL 33173

DOMESTIC FILING

NAME: MARSON PARTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

400001735854  
-03/07/96--01073--006  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 MAR - 7 AM 9:40  
RECEIVED  
56 MAR - 7 PM 12:17  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

T. BROWN MAR - 8 1996

ARTICLES OF INCORPORATION  
OF  
MARSAN PARIS, INC

FILED  
96 MAR -7 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

MARSAN PARIS, INC.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of common stock having a par value of \$1.00 par share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the

Corporation, not less than the par value of the stock so to be issued.

#### ARTICLE IV

##### TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law. The Corporation shall commence its existence as of March 7, 1996, the date of subscription and acknowledgement of these Articles, pursuant to Section 607.167 (1), Florida Statutes.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

4591 Southwest 154th Court  
Miami, Florida 33185

The name of the initial registered agent of this Corporation at that address shall be:

MARTHA PEREZ

#### ARTICLE VI

##### ADDRESS OF PRINCIPAL BUSINESS OFFICE

The initial street address of the principal business office of the Corporation in the State of Florida shall be:

4591 Southwest 154th Court  
Miami, Florida 33185

The Board of Directors may from time to time move the principal business office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors, which shall have two (2) director initially. The number of directors may be increased or decreased by the stockholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VIII

DIRECTORS - NAME AND STREET ADDRESSES

The names and addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
MARTHA PEREZ	4591 Southwest 154th Ct. Miami, Florida 33185
SANDRA MENDIZABAL	4591 Southwest 154th Ct. Miami, Florida 33185

ARTICLE IX

INCORPORATOR

The names and street address of the person signing these Articles of Incorporation is as follows:

MARTHA PEREZ AND SANDRA MENDIZABAL  
4591 Southwest 154th Court  
Miami, Florida 33185

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the

Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and proscribe reasonable conditions by way of security upon the issued of new certificates therefor.

3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the same, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may the powers or rights of the Corporation provided by law and by these Articles of Incorporation.

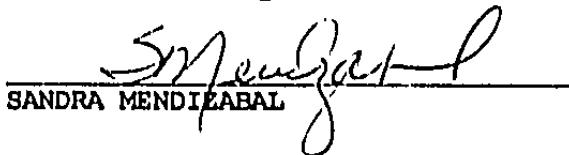
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

6. Shareholders shall not have a preemptive right to purchase or subscribe for any stock of any class that the Corporation may issue or sell (or any corporate obligations convertible into any such stock), whether such issuance is in consideration for services rendered, cash or other property.

IN WITNESS WHEREOF, the undersigned has made and subscribe these Articles of Incorporation at Miami, Florida, for uses and purposes aforesaid, this \_\_\_\_ day of March, 1996.

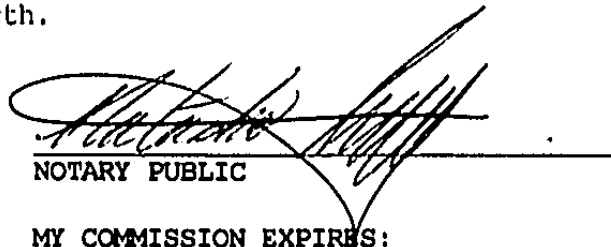
  
MARTHA PEREZ

  
SANDRA MENDIZABAL

STATE OF FLORIDA )  
: ss  
COUNTY OF DADE )

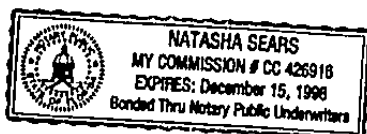
BEFORE ME, the undersigned authority, personally appeared MARTHA PEREZ, who is well known to be the person described who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

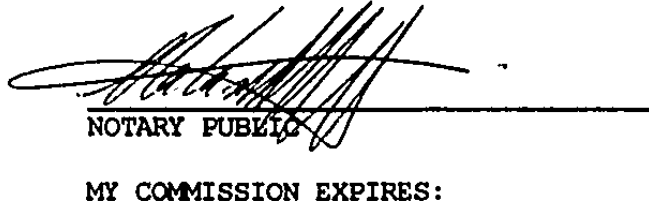


  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

BEFORE ME, the undersigned authority, personally appeared SANDRA MENDIZABAL, who is well known to be the person described who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, this 6, day of MARCH 1995.



  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

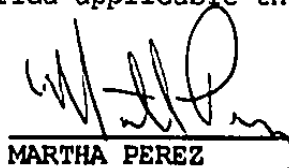
FILED  
96 MAR -7 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MARSAN PARIS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 4591 Southwest 154th Court, Miami, Florida 33185 has named MARTHA PEREZ located thereat, as its registered agent to accept service of process within this State.

  
MARTHA PEREZ

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

  
MARTHA PEREZ

P96000021255

MARGARET DONES  
15495 SW 42 TERRACE  
MIAMI, FLORIDA 33185

July 15, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

SECRETARY OF STATE  
-07/16/96-01178-015  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

To the Division of Corporations:

Enclosed please find check number 1092 payable to the Department of  
State in the amount of \$96.25 for the following:

- (a) Filing Fee for the articles of amendment (\$35.00);
- (b) Certified Copy of the amendment (\$52.50); and
- (c) Certificate of Status (\$8.75).

FILED  
96 JUL 16 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please send me the certified copy of the amendment and the certificate of  
status to:

**RETURN ADDRESS:**  
MARGARET DONES  
15495 SW 42 TERRACE  
MIAMI, FLORIDA 33185  
(305) 553-4135 - home  
(305) 594-0598 - business

Thanking you in advance for your help,  
Sincerely,

*Margaret Donos*  
Margaret Donos

MD/eae  
Encls.

*Amend*

106 JUL 25 1996



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 JUL 16 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Marsan Paris Inc.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Principals of Corporation amended to  
reflect:

Sandra mendizabal - President - 50%  
Margaret Jones - Vice President - 50%

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 7/11/96

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"  
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 11 of July, 19 96.

Signature

[Signature]  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARTHA PEREZ  
Typed or printed name

President / Director  
Title