

**Attorneys and Counselors  
at Law**

99600003087/

April 2, 1996

**FEDERAL EXPRESS**

**Robert M. McCluskey, Jr., CPA**  
**Neal E. Farr, J.D., M.**

**Secretary of State  
Division of Corporations  
The Capitol  
409 E. Gaines Street  
Tallahassee, FL 32301**

**00000000000000000000000000000000**

1550 Madrugada Avenue  
Suite 120  
Coral Gables, Florida 33146

Re: Articles of Incorporation  
HLC AUTOMOTIVE, INC.

**Dear Sir or Madam:**

Enclosed please find an original and a copy of the above referenced for HLC Automotive, Inc., and a check in the amount of \$122.50.

Area Code 305  
001-4600  
Key West  
293-0160

Please return a certified copy of the Articles to our office in the enclosed Federal Express envelope. If you have any questions, please call our office. Thank you.

Very truly yours,

**McCLASKEY & FARR**

PA  
201-9186

M. Quintana

**MIRIAM QUINTANA, Secretary to  
ROBERT M. McCLASKEY, JR.**

*Paralegal*  
Lucy F. Gutierrez, CLA

/mq  
Enclosures

4996

113

## ARTICLES OF INCORPORATION

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

### ARTICLE I

The name of the corporation is HLC AUTOMOTIVE, INC.

### ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

### ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

### ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 14211 S.W. 21 Terrace, Miami, Florida 33175.

### ARTICLE V

The street address of the initial registered office of the corporation is 14211 S.W. 21 Terrace, Miami, Florida 33175 and the initial registered agent of the corporation at that address is MAHMOUD H. MOUSSAWEL.

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

#### ARTICLE VI

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his/her/their successor(s) is/are elected and qualified is/are:

| DIRECTOR             | ADDRESS                                     |
|----------------------|---|
| MAHMOUD H. MOUSSAWEL | 14211 S.W. 21 Terrace, Miami, Florida 33175 |

#### ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

#### ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

#### ARTICLE IX

The name and address of the person signing these Articles is:

MAHMOUD H. MOUSSAWEL, 14211 S.W. 21 Terraco, Miami, Florida 33175

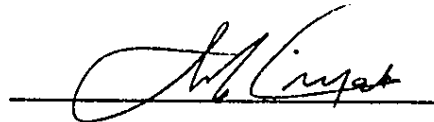
#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-thirds (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

#### ARTICLE XI

The Initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 2nd day of April, 1996.

A handwritten signature in cursive script, appearing to read 'M. Moussawel', is written over a horizontal line.

MAHMOUD H. MOUSSAWEL

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority, personally appeared MAHMOUD H. MOUSSAWEL to me known to be the person who subscribed to the foregoing Articles of Incorporation of HLC AUTOMOTIVE, INC., and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 2 day of April, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

S E A L

My Commission Expires:

FILED  
56 APR -3 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT**

**AND**

**REGISTERED OFFICE**

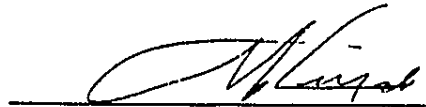
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

HLC AUTOMOTIVE, INC. desiring to organize under the laws of the State of Florida, hereby designates MAHMOUD H. MOUSSAWEL as its registered agent and 14211 S.W. 21 Terrace, Miami, Florida 33175 as its registered office.

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

A handwritten signature in dark ink, appearing to read 'Mahmoud H. Moussawel', is written over a horizontal line.

MAHMOUD H. MOUSSAWEL  
14211 S.W. 21 Terrace  
Miami, Florida 33175

PO 16000030871  
McClaskey Associates

ATTORNEYS AND COUNSELLORS AT LAW

FILED  
97 APR -2 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 31, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: HLC AUTOMOTIVE, INC.  
Articles of Dissolution

600002130986--3  
-04/02/97--01031--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Gentlemen:

Enclosed are duplicate copies of Articles of Dissolution for the above captioned corporation. Also enclosed is the corporation's check in the amount of \$87.50 payable to the Secretary of State representing the following:

\$35.00 - filing fee; and  
\$52.50 - certified copy fee.

Please return the enclosed copy of the Articles of Dissolution certified by the Secretary of State to the undersigned at the above address.

Very truly yours,

*Mary L. Castillo*

Mary L. Castillo,  
Secretary to Robert M. McClaskey, Jr.  
Enc.

VS APR 8 1997

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## ARTICLES OF DISSOLUTION

**FILED**  
97 APR -2 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is: HLC AUTOMOTIVE, INC.

**SECOND:** The date dissolution was authorized: January 15, 1997

**THIRD:** Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

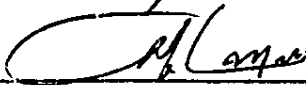
The number of votes cast for dissolution was sufficient for approval by

Shareholders

(voting group)

Signed this 11 day of March, 19 97

Signature

  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

MAHMOUD H. MOUSSAWEL

(Typed or printed name)

President

(Title)