P96000034271

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

FILE: Hallandale Rec...
96 APR 19 AM 11:30
TALLAHASSEE, FLORIDA

	D.C. FEE	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert. Copy(s) (whole)		
Art. of Amend. File		
Dissolution/Withdrawal		
✓ C U S. C/S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search	400001788824	
Driving Record	-04/19/96--01021--020	
Document Retrieval	*****78.75	*****78.75
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
___ File No.'s, ___ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

JH 4/19/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	Jen		

WALK-IN 4/19 12:00
Will Pick Up

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

FILED
96 APR 19 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HALLANDALE AUTO CARE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: HALLANDALE AUTO CARE, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the 19th day of April, 1996.

ARTICLE III
PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to be an automotive repair business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of $1.00 par value common stock, as follows:

REYNALDO MARTINEZ	50 SHARES
CARIDAD MARTINEZ	50 SHARES

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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 VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:

800 West Hallandale Beach Boulevard
Hallandale, Florida 33009

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16300 Northeast 19th Avenue, Suite 224, North Miami Beach, Florida 33162, and the name of the initial registered agent of this corporation at that address is William J. Snihur, Jr., Esq.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is:

Reynaldo Martinez
800 West Hallandale Beach Boulevard
Hallandale, Florida 33009

ARTICLE IX

OFFICERS

The name and address of the initial officers of the corporation are:

REYNALDO MARTINEZ President/Secretary/Treasurer
800 West Hallandale Beach Boulevard
Hallandale, Florida 330098

ARTICLE X

INCORPORATOR

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

REYNALDO MARTINEZ
800 West Hallandale Beach Boulevard
Hallandale, Florida 33009

ARTICLE XI

BY-LAWS

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

ARTICLE XII

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, REYNALDO MARTINEZ hereunto executed these Articles of Incorporation, this 18th day of April, 1996.

Reynaldo Martinez

REYNALDO MARTINEZ

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of April, 1996 by REYNALDO MARTINEZ, who is personally known ~~to~~ ~~me or~~ who has produced ____________________ as identification and who did ~~(did not)~~ take an oath and who states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

NOTARY PUBLIC STATE OF FLORIDA

OFFICIAL NOTARY SEAL
WILLIAM J SNITHER JR
COMMISSION NO. CC...
MY COMMISSION EXP. DEC. 10,1997

Signature of Notary Public

William J. Snither Jr.

Print Name of Notary

FILED

96 APR 19 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 18th day of April, 1996.

Registered Agent

P96000034271

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

___ of ___

RE: Hollandale Clubs Care, Inc

NAME ___
FIRM ___
ADDRESS ___

PHONE ( ) ___

Service: Top Priority ___ One Day Service Regular ___ Two Day Service

To us via ___ Return via ___

Matter No.: ___ Express Mail No. ___

State Fee $ ___ Our $ ___

		DISBURSED
___ Corp. ...		
___ ...		
___ Corp. Record Search		
___ Ltd. Partnership File		
___ Foreign Corp. File		
___ ( ) Cert. Copy(s)		
✓ Art. of Amend. File		
___ Dissolution/Withdrawal		
___ C U S-		
___ Fictitious Name File		
___ Name Reservation		
___ Annual Report/Reinstatement		
___ Reg. Agent Service		
___ Document Filing		
___ Corporate Kit		
___ Vehicle Search		
___ Driving Record		
___ Document Retrieval		
___ UCC 1 or 3 File		
___ UCC 11 Search		
___ UCC 11 Retrieval		
___ ___ File No.'s, ___ Copies		
___ Courier Service		
___ Shipping/Handling		
___ Phone ( )		
___ Top Priority		
___ Express Mail Prep.		
___ FAX ( ) pgs.		

SECRETARY OF STATE TALLAHASSEE, FLORIDA
96 MAY 10 AM 10:51

SUBTOTALS ___

5/10

7 Pg Amend

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
___	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	Glen		

WALK-IN 5/10 12:00
Will Pick Up ___

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

HALLANDALE AUTO CARE, INC.

96 MAY 10 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation, to wit:

1. Article VI of the Articles of Incorporation of HALLANDALE AUTO CARE, INC., is hereby amended to read:

The principal place of business of this corporation is:

99 S.W. 10th Avenue, Bay A
Hallandale, Florida 33009

2. The foregoing Amendment was adopted by unanimous vote of the Directors and Officers of this Corporation on May 8, 1996, and shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned President/Secretary/Director has executed these Articles of Amendment, this 8th day of May, 1996.

HALLANDALE AUTO CARE, INC.

By: [signature]
Reynaldo Martinez,
President/Secretary/Director

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of May, 1996 by REYNALDO MARTINEZ, President/Secretary/Director of HALLANDALE AUTO CARE, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced ______________________________ as identification and did ____ take an oath.

____
Notary Public

William J. Smith, Jr.
Print Name of Notary

OFFICIAL NOTARY SEAL