

P96 000046190

Hunter and Hunter, P.A.

1800 TYLER STREET
HOLLYWOOD, FLORIDA 33020

WILLIAM P. HUNTER, JR.
E. T. "DICK" HUNTER
SCOTT A. DANUK
GUINNAH D. HUBERT

May 23, 1996

RECEIVED
MAY 29 1996

TELEPHONE:
HOLLYWOOD 884-4426-4000
DADR 885-047-4541
FAX 884-4426-7118

Attorneys' Title Insurance Fund, Inc.
Attn: Kim - Order Department
1770 NW 64th Street
Ft. Lauderdale, FL 33314

Return
R.P.U.

RE: Filing Articles of Incorporation with State of Florida
COUNTRY BEAR AUTO REPAIR, INC.

Dear Kim:

Enclosed please find the following, to-wit:

ENCLOSURE
-05/31/96-01042-001
***122.50 ***122.50

1. Articles of Incorporation of COUNTRY BEAR AUTO REPAIR, INC.
2. Check in the amount of \$122.50 made payable to the Secretary of State for filing fees.
3. Check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund Inc., representing your fees.

Please forward the Articles of Incorporation together with the check in the amount of \$122.50 to the Leon Branch for them to take to the Secretary of State to file the documents.

If you have any questions, please do not hesitate to contact the undersigned.

Thanking you in advance, I am,

Very truly yours,

Diane Adams

Diane Adams,
Secretary to E. T. Hunter, Esq.

Enclosures

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FILED
96 MAY 31 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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5/31/96

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96 MAY 31 AM 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COUNTRY BEAR AUTO REPAIR, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this corporation shall be: COUNTRY BEAR AUTO REPAIR, INC.

The principal place of business shall be 6210 SW 37th Court, Davie, FL 33314.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSES

This corporation is organized for the purposes of transacting any and all lawful business. Including, but not limited to automobile, truck, or other vehicle, repair and maintenance of every type and description including but not limited to; engine, air conditioning/heating, electrical, fuel, brakes, body, hitches and welding. In addition, any and all ancillary services that can be done with an automotive repair business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

NO PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights in any stock herein issued or hereafter issued.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors initially. The number of Directors may either be increased or diminished from time to time in a manner provided by the By-Laws of the corporation but shall never be less than one (1). The names and addresses of the directors constituting the initial Board of Directors are:

JOSEPH TRIVIGNO	50%	-	4600 SW 29th Terrace Ft. Lauderdale, FL 33312
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GREGORY PLAGMAN	50%	-	6210 SW 37th Court Davie, FL 33314
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ARTICLE VII

INCORPORATORS

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

JOSEPH TRIVIGNO	-	4600 SW 29th Terrace Ft. Lauderdale, FL 33312
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ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1930 Tyler Street, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation at such address is E. T. Hunter, Esq.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of May, 1996.


JOSEPH TRIVIGNO

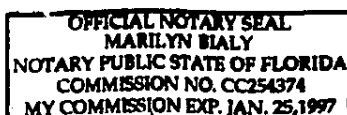
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH TRIVIGNO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 20th day of May, 1996.


NOTARY PUBLIC
State of Florida


My Commission Expires:



FILED
96 MAY 31 AM 11:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

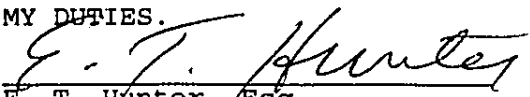
CERTIFICATE DESIGNATING PLACE OF CORPORATION FOR
THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 617.013 (e) FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT **COUNTRY BEAR AUTO REPAIR, INC.**, QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED E. T. HUNTER, ESQ., 1930 Tyler
Street, Hollywood, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


JOSEPH TRIVIGNO
Incorporator

5-20-96
DATED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


E. T. Hunter, Esq.
Registered Agent

May 20, 1996
DATED

P96000046190

LAW OFFICES OF
Hunter and Hunter, P.A.

1800 MYRTLE STREET
HOLLYWOOD, FLORIDA 33020

WILLIAM F. HUNTER, III
E. T. "DICK" HUNTER
SCOTT A. DANOK
GUNNAR D. HUBER

TELEPHONE:
HOLLYWOOD 004-005-0000
TOLL FREE 005-047-0000
FAX 004-005-7010

August 26, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001335603
-08/29/96--01039--010
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find:

1. Articles of Dissolution for Country Bear Auto Repair, Inc.; and
2. Trust Account check in the amount of \$35.00, representing payment of the filing fees for the Articles of Dissolution.

Please file the attached articles at your earliest convenience.

Thanking you in advance for your kind attention to this matter, I am,

Very truly yours,

Gunnar D. Huber
Gunnar D. Huber, Esq.

enc.

SH 9/2

FILED
SEP 11 AM 10:23
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 5, 1996

Gunnar D. Huber, Esq.
1930 Tylor St.
Hollywood, FL 33020

SUBJECT: COUNTRY BEAR AUTO REPAIR, INC.
Ref. Number: P96000046190

We have received your document for COUNTRY BEAR AUTO REPAIR, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00041514

LAW OFFICES OF

Hunter and Hunter, P.A.

1100 TYLER STREET
HOLLYWOOD, FLORIDA 33020

WILLIAM F. HUNTER, JR.
E. L. "BOCK" HUNTER
SCOTT A. HANOK
GUNTHER F. HUBER
KURT D. HUBERTH

September 9, 1996

TELEPHONE:
TOLLFREE 800-447-0000
LOCAL 800-447-0001
FAX 800-447-0002

Steven Harris
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: COUNTRY BEAR AUTO REPAIR, INC.
Ref. No.: P96000046190

Dear Mr. Harris:

This correspondence is in response to your letter dated September 5, 1996, returning the Articles of Dissolution for the above-referenced corporation.

Enclosed please find a photocopy of Section 607.1401, Florida Statutes for your easy reference. Section 607.1401 states, in pertinent part, "A majority of the **incorporators** or directors of a corporation that has not issued shares or has not commenced business may dissolve the corporation..."

The statute clearly states that an **incorporator** may file the articles of dissolution. Thus, the above articles were properly filed by the incorporator (meeting the statutory requirements of 607.1401 (1-6), and were therefore returned in error.

Furthermore, as stated in the articles of dissolution, no shares were issued or business commenced. Consequently, the organizational and shareholder's meetings were never held, and the board of directors and officers were never elected. Thus, we cannot comply with your additional requirement that a director or officer sign the articles, because none were ever elected. As a result, the only person authorized to dissolve this corporation is the original incorporator pursuant to Section 607.1401, Florida Statutes.

Thanking you in advance for your kind attention regarding this matter, I am,

Very truly yours,

Gunnar D. Huber
Gunnar D. Huber, Esq.

enc.
GDH/cas

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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**ARTICLES OF DISSOLUTION
OF
COUNTRY BEAR AUTO REPAIR, INC.**

**ARTICLES OF DISSOLUTION
OF
COUNTRY BEAR AUTO REPAIR, INC.**

The undersigned, acting as incorporator of a Corporation that has not issued shares or has not commenced business pursuant to Section 607.1401, Florida Statutes, adopts the following Articles of Dissolution of such corporation:

ARTICLE I

The name of this corporation is: COUNTRY BEAR AUTO REPAIR, INC.

The principal place of business is 6210 SW 37th Court, Davie, FL 33314.

ARTICLE II

The Articles of Incorporation were filed by the Department of State on May 31, 1996 (Document Number P99000046190).

ARTICLE III

The corporation was authorized to issue 1,000 shares of \$1.00 par value common stock. However, no shares have been issued.

ARTICLE IV

The corporation has not commenced business.

ARTICLE V

The corporation has not incurred any debt that remains unpaid.

ARTICLE VI

The incorporator authorizes the dissolution.

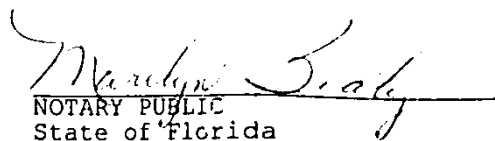
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Dissolution this 26 day of August, 1996.


JOSEPH TRIVIGNO

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH TRIVIGNO, known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution.

SWORN TO AND SUBSCRIBED before me this 26 day of August, 1996.


NOTARY PUBLIC
State of Florida

My Commission Expires:

