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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

EMPLOYEE STATE

1002 W. LAFAYETTE

409 EAST GUNTER STREET

STATE 3

TALLAHASSEE FL 32302

RAY STORMONT

FAX (904) 22-4600

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARLOS' AUTO CARE, INC.

FAX AUDIT NUMBER: H96000008390

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06 JUN 14 PM 2:58
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Prepared By:
Peter A. Collins
9300 S. Dadeland Blvd.
Suite 500
Miami, FL 33156
305-670-7744
FBN 368180

ARTICLES OF INCORPORATION

FOR

CARLOS' AUTO CARE, INC.

The undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of this corporation shall be:

Carlos Auto Care, Inc.

(hereinafter referred to as the "Corporation"). Its principal office shall be located at 23975 S.W. 122 Avenue, Homestead, Florida 33032, County of Dade, State of Florida. Its Registered Agent is Peter A. Collins, Esquire, whose address is 9300 S. Dadeland Boulevard, Suite 500, Miami, Florida 33156.

ARTICLE II

NATURE OF BUSINESS

Section 1. - The general nature of the business and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do themselves, including but not limited to the following:

a. - To carry on business in the United States or any foreign country or countries; to buy, sell, lease, sub-lease, hold, procure, transport and deal generally, in services of all types, including, but not limited to, automotive care, service, repair and sales and to conduct any and all such business or transactions necessary to implement these services, both as principal and agent, in any part of the world.

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b. - To enter into, make, perform and carry out contracts for the care, service, repair and sale of automobiles and to sell or purchase all types of automotive and business equipment and merchandise, and enter into or negotiate any such other agreements for any lawful purpose with any person or persons, firms, associations and/or Corporations in the United States or any foreign country or countries.

c. - To exchange or conduct any exchanges in the currency of foreign countries and the currency of the United States.

d. - To issue bonds, debentures and or obligations of the company from time to time, for the objectives and purposes of the company and secure the same by mortgage, pledge, deed or otherwise.

e. To issue, purchase, hold, redeem and reissue the shares of its capital stock; to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies.

f. - To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein provided, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.

g. - No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part hereof by reference.

h. - In general, to carry on any incidental business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon the Corporation of this character.

i. - To enter into, make or perform any contract of any kind, with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments.

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ARTICLE IIICAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of:

a. - ONE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR (\$1.00) per share as consideration.

b. - The Capital stock of this Corporation may be paid in lawful money of the United States; or otherwise in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. - All of the common stock is to have one vote per share in the control of the management of the Corporation.

d. - The holders of the authorized shares of common stock are to have preemptive right in the purchase of subsequent issues of stock.

e. - In the event any shareholder votes his share or shares by proxy or otherwise, one share shall represent one vote.

ARTICLE IVINITIAL CAPITAL

The amount of capital which the Corporation shall begin business shall be not less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VTERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIBOARD OF DIRECTORS

The Board of Directors shall consist of one director initially.

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ARTICLE VII**INITIAL DIRECTORS & OFFICERS**

The names and addresses of the initial Board of Directors and Officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Juan C. Cayro	23975 S.W. 122 Avenue, Miami, FL 33032	President/ Director
Claudia Cedeno	23975 S.W. 122 Avenue, Miami, FL 33032	Secretary/ Treasurer

ARTICLE VIII**SUBSCRIBERS**

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares owned by each are as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
Juan C. Cayro	23975 S.W. 122 Avenue, Miami, FL 33032	-20-
Claudia Cedeno	23975 S.W. 122 Avenue, Miami, FL 33032	- 5-

ARTICLE IX**BY-LAWS**

The regulating of the business and the conducting of the affairs of the Corporation and the provisions creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said By-Laws may from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

**ARTICLE X
INDEMNIFICATION**

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at MIAMI, DADE COUNTY, FLORIDA, for the use and purposes aforesaid.

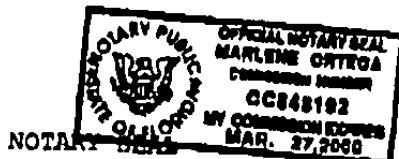
JUAN C. CAYRO, President/Director

CLAUDIA CEDENO, Secretary/Treasurer

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me personally appeared JUAN C. CAYRO and CLAUDIA CEDENO, who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to these ARTICLES OF INCORPORATION. The subscribers provided personally known, and C350-109-127-785-0, respectively, as identification. FLA DRIVER'S LICENSE

IN WITNESS THEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this 12th day of June, 1996.



Notary Signature
NOTARY PUBLIC
STATE OF FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 40.091, FLORIDA STATUTES, the
following is submitted:

CARLOS AUTO CARE, INC., a Florida corporation, with its principal
place of business at 23975 S.W. 122 Avenue, Homestead, Florida
33032 has named Peter A. Collins, Esquire, at 9300 S. Dadeland
Boulevard, Suite 500, Miami, Florida 33156 as its agent to accept
service of process within the State of Florida.

INCORPORATOR:

[Signature]
JOSE C. CARRO

DATE: 6/12/96

96 JUN 14 PM 2:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,

I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

[Signature]
PETER A. COLLINS, ESQ.
Registered Agent

DATE: 6-12-96

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