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~~LLOYD FALK~~
ATTORNEY AT LAW
320 DAVIE BOULEVARD
FORT LAUDERDALE, FLORIDA 33315

305-763-3231

June 16, 1996

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

500001870335
-06/21/96--01001--013
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION

Dear Sirs,

Enclosed you will find our check in the amount of \$ 122.50 representing filing fees for the enclosed. Please return the registered document to me at your earliest convenience.

If you have any questions, please feel free to contact me.

Sincerely,
Ira Stern

Ira Stern
For Lloyd Falk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 20 PM 1:34

FILED

GB 6/21/96

ARTICLES OF INCORPORATION
OF

V & G AUTOMOTIVE, INC.

FILED

96 JUN 20 PM 1:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is V & G Automotive, Inc.
The mailing address of this corporation is 2131 NE 56th Court, Fort Lauderdale,
Florida 33308

ARTICLE II - DURATION

This corporation shall have perpetual existence. the effective date of this
corporation shall be the date of filing

ARTICLE III - PURPOSES

This corporation is organized for the purpose of the transacting any
or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One-Hundred (100) shares at
One-dollar (\$ 1.00) par value common stock

ARTICLE V - PER-EMPTIVE 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is
2131 NE 56th Street, Ft. Lauderdale, florida 33308, and the name of the initial
registered agent of this corporation at that address is GIOVANNI DEPAOLA.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially, the number of directors may be increased from time to time by changing the By-Laws, by enacting resolution at a meeting of the Board of Directors and shareholders. The Directors of this corporation are:

GIOVANNI DEPAOLA
2131 NE 56TH COURT
FT. LAUDERDALE, FLORIDA 33308

ARTICLE VIII- INCORPORATION

The corporation shall indemnify by officer, or director, or any former officer, or director, to the full extent permitted by law

ARTICLE IX- AMENDMENT

This corporation reserves the right to amend, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and a right conferred upon the shareholders is subjected to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ___ day of May, 1996.

Giovanni DePaola
Giovanni DePaola- President

STATE OF FLORIDA:

SS:

COUNTY OF BROWARD:

Dana Christie
NOTARY PUBLIC



DANA CHRISTIE
My Commission CC495865
Expires Sep. 14, 1999

AFFIDAVIT

BEFORE ME, a Notary Public, authorized to take oaths, and acknowledgements in the state and County aforesaid, personally appeared before me, GIOVANNI DEPAOLA, personally known to me or known to me through producing proper identification, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid this ____ day of May, 1996.

Dana Christine
NOTARY PUBLIC-STATE OF FLORIDA



DANA CHRISTIE
My Commission CC4958005
Expires Sep. 14, 1999

Affiant personally known to me _____

Produced proper Identification _____

ACCEPTANCE

I, GIOVANNI DEPAOLA, do hereby accept the position of Resident Agent for the above Corporation.

Giovanni DePaola
GIOVANNI DEPAOLA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA