

LAW OFFICES OF
MARC J. POSTELNEK

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June 25, 1996

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

RE: Articles of Incorporation for:
ALL TIRE & SERVICE, INC.

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for All Tire & Service, Inc., along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,


MARC POSTELNEK

MP:cm
Enclosures

cc: Mr. Miguel Lulinski
Mr. Adrian LaFont

FILED
95 JUN 27 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/28/96
TD

ARTICLES OF INCORPORATION
OF
ALL TIRE & SERVICE, INC.

FILED
95 JUN 27 AM 8:43
CLERK OF DISTRICT COURT
STATE OF FLORIDA

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: ALL TIRE & SERVICE, INC. Its business shall be carried out at 3075 N.E. 190th Street, Suite 206, North Miami Beach, Dade County, Florida 33180, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$200.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$200.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

Adrian Jose Lafont
3300 N.E. 192 Street, Suite 412
Aventura, FL 33180

Miguel I. Lulinski
3075 N.E. 190th Street, Suite 206
North Miami Beach, FL 33180

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

Adrian Jose Lafont:	President
Miguel I. Lulinski:	Secretary and Treasurer

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
Brunico, Inc. 3075 N.E. 190 Street, Suite 206 Miami, FL 33180	100	\$100.00
American Troops, Inc. 3300 N.E. 192 Street, Suite 412 Miami, FL 33180	100	\$100.00

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, 407 Lincoln Road, Suite 11-B, Miami Beach, FL
33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by

reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between the Corporation and any other firm or corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other

corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

ARTICLE XIV

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

ARTICLE XV

The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

ARTICLE XVI

The provisions of the Charter, and each and every article and section hereof, and the Bylaws of the Corporation shall be considered a part of every contract and transaction to which the

Corporation shall be a party. Every person, association, and/or corporation dealing with the Corporation is hereby charged with notice and knowledge of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 25 day of June, 1996.

BRUNICO, INC.

BY: MIGUEL I. LULINSKI, PRESIDENT

AMERICAN TROOPS, INC.

BY: ADRIAN JOSE LAFONT, PRESIDENT

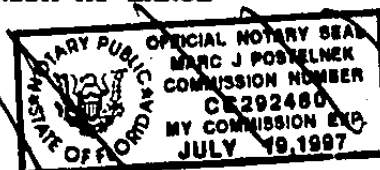
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared MIGUEL I. LULINSKI, as President of BRUNICO, INC., to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same on behalf of said Corporation; that (check one) ☒ said person is personally known to me (or) ☐ said person produced the following identification: _____

WITNESS my hand and official seal in the County and State aforescribed the 25 day of June, 1996.

Catherine H. Metzger
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:



STATE OF FLORIDA)
)
COUNTY OF DADE)
) SS:

BEFORE ME, the undersigned authority, personally appeared ADRIAN LAFONT as President of AMERICAN TROOPS, INC., to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same on behalf of said Corporation; that (check one) _____ said person is personally known to me (or) _____ said person produced the following identification: _____

WITNESS my hand and official seal in the County and State aforescribed the 25th day of June, 1996.

Catherine H. Metzger

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



My Commission Expires:




**CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THE STATE**

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act.

First, that ALL TIRE & SERVICE, INC., a Florida
Corporation qualified to do business under the laws of the
State, with its principal office located at 3075 N.E. 190th
Street, Suite 206, North Miami Beach, Dade County, Florida
33181, has appointed MARC POSTELNEK, 407 Lincoln Rd.,
Suite 11-B, Miami Beach, FL 33139, as its agent to accept
service of process within the State.

Having been named to accept service of process for the
above stated corporation, at the place designated in the
certificate, I hereby accept to act in the capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.



MARC POSTELNEK, REGISTERED AGENT
407 Lincoln Road, Suite 11-B
Miami Beach, FL 33139