

P96000059318

TAMPA ACCOUNTING & TAX SERVICE

6914 E. Fowler Ave - Suite G
Tampa, FL 33617
(813) 899 - 0606

FILED
95 JUL 15 11:11
TALLAHASSEE, FLORIDA

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

500001893745
-07/16/96--01015--004
*****78.75 *****78.75

SUBJECT: Auto Safe & Sound II, Inc.

EFFECTIVE DATE
7-11-96

Enclosed is an original and one (1) copy of the Articles of Incorporation and
a check for \$ 78.75.

FROM: Tampa Accounting & Tax Service
6914 E. Fowler Ave - Suite G
Tampa, FL 33617
(813) 899 - 0606

Please return all documentation to the undersigned. Thank you.

Tampa Accounting & Tax Service

AUTO SAFE & SOUND, INC.

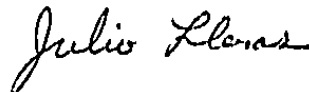
7026 W. Hillsborough Avenue, Tampa, Florida 33634 (813) 881 - 0098 Fax 899 - 1044

July 10, 1996

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

Please be advised that as President, Sole Director and Sole Shareholder of Auto Safe & Sound, Inc. (Document # P93000004765(2)), I hereby give complete permission to use a similar name to our corporation; the new corporation will be incorporated as Auto Safe & Sound II, Inc.

Sincerely,



Julio Lleras, President

ARTICLES OF INCORPORATION

The undersigned incorporator, being a natural person competent to contract for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The Corporate name is: **Auto Safe & Sound II, Inc.**

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$ 1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects. The shares of this Corporation are not to be divided into classes. This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

FILED
95 JUL 15 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial street address and mailing address of the principal place of the Corporation is: 1241 E. Hillsborough Avenue, Tampa, FL 33610. The initial address in Florida of the initial Registered office of this Corporation is: 7026 West Hillsborough Avenue, Tampa, FL 33634; and the name of the initial registered agent of this Corporation at that address is: Julio Lleras.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of seven directors, the number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The initial Board of Directors shall consist of one Director, who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, and whose name and address is: Julio Lleras 7026 West Hillsborough Avenue, Tampa, FL 33634.

ARTICLE VIII

The President shall be Jai Lalwani.

ARTICLE IX

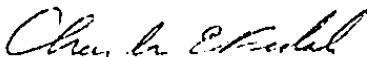
The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X

The name and address of the Incorporator is:

Charles Fedak 6914 E. Fowler Ave. Suite G Tampa, FL 33617
(813) 899 - 0606

IN WITNESS WHEREOF; I have subscribed my name this 11 th day of
July, 1996.


Incorporator

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The Name of the Corporation is: **Auto Safe & Sound II, Inc.**

The name and address of the Registered Agent and Office is:

Julio Lleras

7026 West Hillsborough Avenue, Tampa, FL 33634

FILED
96 JUL 15 15:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: This 11th day of July, 1996.

Julio Lleras
Registered Agent

TAMPA ACCOUNTING & TAX SERVICE

6914 E. Fowler Ave - Suite G

Tampa, FL 33617

(813) 899-0606

P96000059318

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

400001888714
-00/27/96--01163--006
*****35.00 *****35.00

SUBJECT: Auto Safe & Sound II, Inc.

Enclosed is an original and one (1) copy of the Articles of Dissolution and
a check for \$ 35.00.

FROM:

Tampa Accounting & Tax Service
6914 E. Fowler Ave - Suite G
Tampa, FL 33617
(813) 899 - 0606

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 27 PM 1:43

APPROVED
AND
FILED

Please return all documentation to the undersigned. Thank you.

Tampa Accounting & Tax Service

P96000059318
41 2135
8-27-96

ARTICLES OF DISSOLUTION

The undersigned incorporator, being a natural person competent to contract for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Dissolution in order to dissolve a corporation under the laws of the State of Florida that has not issued shares and has not commenced business.

ARTICLE I

The Corporate name is: **Auto Safe & Sound II, Inc.**

ARTICLE II

This Dissolution shall commence and become effective upon the filing date of these Articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 21 PM 1:13

APPROVED
AND
FILED

ARTICLE III

The Incorporator certifies that the Corporation has not issued shares and has not commenced business.

ARTICLE IV

The Incorporator certifies that the Corporation has not incurred debt and that no debt remains unpaid.

ARTICLE V

The Incorporator certifies that he authorizes the dissolution.

ARTICLE VI

The name and address of the Original Incorporator is:

Charles Pedak
6914 E. Fowler Ave. Suite G
Tampa, FL 33617
(813) 899 - 0606

IN WITNESS WHEREOF, I have subscribed my name this ____ th day of
August, 1996.

Charles E. Pedak
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 AUG 27 PM 1:43

APPROVED
AND
FILED