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September 13, 1998

LAZARUS CORPORATE INDUSTRIES, INC. 890 SW 87 AVE., STE. 16 MIAMI, FL 33174

SUBJECT: B & A ENTERPRISES, INC. Ref. Number: W96000019373

We have received your document for B & A ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng Document Specialist Letter Number: 696A00042684

# ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation of a Corporation for profit ATE with the powers, rights, privileges and immunities hereindred URIDA mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

# ARTICLE I

The name of this Corporation ( Which is hereinafter called the " Corporation " is:

B & A AUTOMOTIVE ENTERPRISES, INC.

#### ARTICLE II

This Corporation shall exist perpetually. Corporate existence shall begin on the day upon which these Articles are approved by the Secretary of the State of Florida.

# ARTICLE III

The purpose of this Corporation is to transact any or all lawful businesses for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

## ARTICLE IV

This Corporation is authorized to issue Five Hundred ( 500 ) Shares of Common Stock, which said shares shall have a par value of Ten ( \$ 10.00 ) Dollars per share upon issuance.

## ARTICLE V

The principal place of business of this Corporation shall be at 430 So. Dixie Highway, Coral Gables, Florida 33146 with the privilege of having branch offices within and without the State of Florida.

#### ARTICLE VI

The initial registered agent of this Corporation upon whom process may be served is Behnam Azadi and the initial registered office is located at 430 So. Dixie Highway, Coral Gables, Florida 33146

#### ARTICLE VII

This Corporation shall have one director (s) initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

## ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are:
(1) Behnam Azadi, 430 So. Dixie Highway, Coral Gables, Florida 33146.

The aforesaid director(s) shall hold office for the first year of this Corporation's existence or until a successor is chosen as provided for in the bylaws.

The initial officers of this Corporation and their addresses are:

President: Behnam Azadi, 430 So. Dixie Highway, Coral Gables, Florida 33146

Vice President: Not Elected Yet

Treasurer: Not Elected Yet

Secretary: Behnam Azadi, 430 So. Dixie Highway, Coral Gables, Florida 33146

#### ARTICLE IX

The name and street address of the incorporator(s) is/are:
(1) Behnam Azadi, 430 So. Dixie Highway, Coral Gables, Florida
33146.

Signature /Title

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

- 1. The name of the Corporation is: B & A AUTOMOTIVE ENTERPRISES, INC.
- 2. The name and address of the registered agent and office is:

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	Date	e:August	13, 1996	
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Expiration:

OFFICIAL NOTARY SIAL
LOUIS F CAPT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. COSTON
MY COMMISSION NO. COSTON
MY COMMISSION FAR MAY 2,1889

SECNETARY OF STATE