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EMPIRE CORPORATE KIT

P.16/21

9/26/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: G & L AUTOMOTIVE, INC.

AUDIT NUMBER.....H96000013530

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

EMPIRE CORPORATE KIT COMPANY
ATTN: RAY STOPMONT

SUBJECT: G & L AUTOMOTIVE, INC.
REF: W96000020465

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6927.

Kathy Hyman
Document Specialist

FAX Aud. #: H96000013530
Letter Number: 296A00044471

**ARTICLES OF INCORPORATION
OF
G & L AUTOMOTIVE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

RECEIVED
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UNIFORM CERTIFICATIONS
96 SEP 27 PM 2:25

ARTICLE I

The name of this corporation is: G & L Automotive, Inc.

ARTICLE II - PURPOSE

The general nature of the business and the objects and purposes to be transacted, promoted and carried on are:

a. To engage in every aspect of the practice of auto repair, fuel dispensing, retail and food sales.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at No Par Value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued to GUSTAVO FERNANDEZ and LUIS E. BARRETO, who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services and this corporation.

ARTICLE IV - AMOUNT OF STOCK

The amount of capital stock with which this corporation will begin business with no less than Five Hundred (\$500.00) Dollars.

This Instrument Prepared by:

Luis E. Barreto, Esquire
1470 NE 123 St. #815
Miami FL 33161

(305) 891-9186
FBN. 946478

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ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is: The initial registered agent is LUIS E. BARRETO, ESQUIRE, whose address is 100 South Biscayne Blvd., Suite 1101, Miami, Florida, 33131.

ARTICLE VII - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The name(s) and post office address(es) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, by the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

GUSTAVO FERNANDEZ
6731 S.W. 13th Street
Miami, FL 33144

PRESIDENT

LUIS E. BARRETO
1470 N.E. 123rd Street, Unit #815
North Miami, FL 33161

VICE PRESIDENT

ARTICLE IX - SHAREHOLDERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

GUSTAVO FERNANDEZ

PRESIDENT

50 SHARES

LUIS E. BARRETO

VICE PRESIDENT

50 SHARES

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

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ARTICLE XI - DESIGNATION OF REGISTERED AGENT

That LUIS E. BARRETO, ESQUIRE, of 100 South Biscayne Blvd., Suite #1101, Miami, Florida, 33131, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered address.

By: 
 LUIS E. BARRETO, ESQUIRE
 Registered Resident Agent

Date: September 23, 1996

WE, the undersigned, being each and all of the original subscriber(s) to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth, and accordingly have hereunto set my hands and seals this 23 day of September, 1996.


 GUSTAVO FERNANDEZ, President


 LUIS E. BARRETO, Vice-President

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this date before me, a Notary Public duly authorized to administer oaths and take acknowledgements, personally appeared GUSTAVO FERNANDEZ, President, and LUIS E. BARRETO, Vice-President, of the above named corporation, who produced as identification their driver's license(s) number(s), or who are personally known to me, to be the person(s) described as subscribers in and have executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation, and did take an oath.

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EMPIRE CORPORATE KIT

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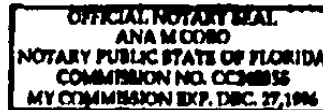
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Witness my hand and seal in the County and State named above
this 22 day of September, 1996.

Ana M. Cobo
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE
Name: Ana M. Cobo

My Commission Expires:

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