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10-9-96

William Chiara
Requester's Name
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LIQUIDATION ONLY

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-10/10/96--01007--007
***122.50 ***122.50

CORPORATION(S) NAME

Meneses Automotive & Transmission, Inc.

- ☒ Profit
() NonProfit () Amendment () Merger
() Foreign () Dissolution () Mark
() Limited Partnership () Annual Report () Other
() Reinstatement () Reservation () Change of Registered Agent
☒ Certified Copy () Photo Copies () Certificate Under Seal
() Call When Ready () Call If Problem () After 4:30
☒ Walk In () Will Wait ☒ Pick Up () Mail Out

FILED
96 OCT 10 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 10 AM 9:35
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF

MENESES AUTOMOTIVE & TRANSMISSION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is:

MENESES AUTOMOTIVE & TRANSMISSION, INC.

ARTICLE II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seven Thousand Five Hundred (7,500) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Agent & Principal Office

The street address of this initial registered and principal office of this corporation is 7284 N.W. 25th Street, Miami, FL 33122 and the name of the initial registered agent of this corporation at that address is JORGE LUIS MENESES.

ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JORGE LUIS MESENESES 7284 N.W. 25th Street, Miami, FL 33122
RODOLFO SARDUY 7284 N.W. 25th Street, Miami, FL 33122

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: JORGE LUIS MESENESES
7284 N.W. 25th Street
Miami, FL 33122

TREASURER: RODOLFO SARDUY
7284 N.W. 25th Street
Miami, FL 33122

SECRETARY: RODOLFO SARDUY
7284 N.W. 25th Street
Miami, FL 33122

ARTICLE VIII - Incorporator

The names and addresses of the person signing these articles are: JORGE LUIS MESENESES and RODOLFO SARDUY, 7284 N.W. 25th Street, Miami, FL 33122.

ARTICLE IX - Distribution

The names and addresses of the subscribers of this Articles of Incorporation, and the number of shares of stock which they agree to take and the sums subscribed to and paid are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARE</u> |
|----------------------|--|--------------|
| JORGE LUIS MESENESES | 7284 N.W. 25th Street Miami, FL 33122 | 250 |
| RODOLFO SARDUY | 7284 N.W. 25th Street Miami, FL 33122 | 250 |



ARTICLE X - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

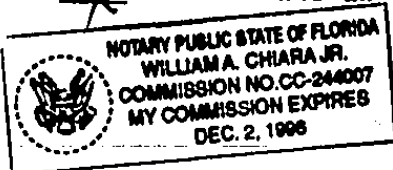
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of October, 1996.


JORGE LUIS MENESES

RODOLFO SARDUY

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of October, 1996 by JORGE LUIS MENESES and RODOLFO SARDUY, who are personally known to me, or who have produced the following type of identification Driver's License and who did X did not take an oath.




NOTARY PUBLIC
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT MENESES AUTOMOTIVE & TRANSMISSION, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZED OR QUALIFY UNDER THE LAWS OF OF THE STATE OF FLORIDA

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Miami
(CITY)

STATE OF Florida, HAS NAMED JORGE LUIS MENESES
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 7284 N.W. 25th Street
(STREET ADDRESS AND NUMBER OF BUILDING)

POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

[Signature]

(CORPORATE OFFICER)

TITLE

President

DATE

October 8, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]

(RESIDENT AGENT)

DATE

October 8

96

FILED
OCT 10 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA