

P9600000943660

TRANSMITTAL LETTER

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

SUBJECT: COMMUNITY PAINT & BODY SHOP INC
(Proposed corporate name - must include suffix)

300002004888--7
-11/14/96--01035--011
***131.25 ***131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: JOEL BRUNO
Name (printed or typed)

6220 N W 2nd AVE
Address

Miami, Fl 33150
City, State & Zip

(305) 758-1254
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Handwritten signature and date: 11/19/96

ARTICLES OF INCORPORATION
OF
COMMUNITY PAINT & BODY SHOP INC.

The undersigned subscribed to these articles if incorporation desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations articles of incorporation as the charter of the corporation hereby organized.

ARTICLE I

The name of the corporation shall be COMMUNITY PAINT & BODY SHOP, INC

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing upon the filing of these articles of incorporation with the department of state, State of Florida.

ARTICLES III

PURPOSE AND POWERS

Section 1. This corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, without Restrictions in this State and any other States of the United States.

To conduct any and all types of business and operations, to have one (1) or more offices in this state and any other state in the United States. the General Nature of this business shall be AUTO BODY REPAIR, SALES, TOWING AND RENTAL SERVICES.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of ONE THOUSAND (1,000) shares of common voting stock having a par value of ONE (1.00) DOLLAR per share payable to lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed, by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestrictive earned surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the corporation, as provided by Florida law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLE VI,

NO PRE-EMPTIVE RIGHTS

No holder of shares of the capital stock of any class of the Corporation shall

have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscript to any thereof other than such, if any, as the Board of Directors in its discretion any from time to time determine and at such price as the Board of Directors may from time to time fix; and shares of stock or convertible obligations which the Corporation may determin to offer for subscription to the holders of stock may as the Board of Directors shall determine be offered to more than one class of stock, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine, as used in this paragraph, the expression " convertible obligations " shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes; and the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations of stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights of options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VIII

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 199 N. W. 62nd Street, Miami, Florida 33150. The street address of the initial registered office of this Corporation

is 6220 NW 2nd Ave, Miami, Florida 33150 and the name of the Registered officer of this corporation is Magalie Bruno 6220 NW 2nd Ave Miami, Fl 33

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased from time to time by action in accordance with the provisions of the laws. The names and addresses of the initial directors of this corporation are:

Jonel Bruno- President

11701 NW 1st Ave

Miami, Florida 33168 Ph. (305) 756-7296

Magalie Bruno - Secretary-treasury

11701 NW 1st Ave Miami, Fl 33168 Ph (305) 756-7296

ARTICLE X

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Jonel Bruno

11701 NW 1st Ave Miami, Fl 33168

Magalie Bruno

11701 NW 1st Ave Mia. Fl 33

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation, any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XII

PROVISIONS FOR REGULATION OF THE

INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of t

Corporation, to create, divide, limit and regulate the powers of the Corporations, the Directors and the Shareholders. provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the-Incorporators, of the Shareholders and of the Directors of the Corporation, for all purpose, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the Corporations's property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of directors shall have the power of fixing the compensation by way of salary and/or bonuses, and/or pensions of each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of

the Board and to the extent provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.

(g) Any one or more of all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority or the stock entitled to vote of the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction or in any connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation

for the benefit of himself or of any firm, association or corporation in which he may in anyway interested.

(j) Subject always to by laws made by the Shareholders, the Board of Directors may make by laws, but any bylaws made by the board of directors may be altered or repealed by the Shareholders.

In witness whereof, the above-named incorporators have hereunto subscribe their names this 4th day of November, 1996.

Jonel Bruno
Jonel Bruno

Magalie Bruno
Magalie Bruno

STATE OF FLORRIDA

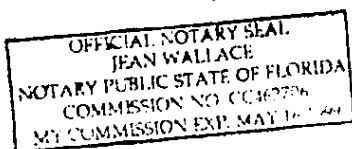
COUNTY O' DADE

BEFORE ME, the undersigned officer, this day personally appeared, Jonel Bruno and Magalie Bruno to me well know and well known to me as the persons described in and who subscribed their names to the foregoing Articles of Incorporation for the purpose and uses therein expressed.

Witness my hand and official seal at the county of Dade and State of Florida this 4th day of November, 1996.

Jean Wallace
NOTARY PUBLIC JEAN WALLACE

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: COMMUNITY PAINT & BODY SHOP INC., desiring to organize or or quality under the law of the State of Florida, with its principal place of business at 6220 N W 2nd Ave Miami, Florida 33150 as its agent to accept service of process within Florida.

Signature

X. Joel Bruno
Joel Bruno

TITLE President

Date 11-04-1996

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 complete performance of my duties.

Signature

X. M. D. Magalie Bruno
Magalie Bruno

Date 11-04-1996

(Signature)

