

P96000100894

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

000002028760--3

-12/13/96--01056--005

\*\*\*122.50 \*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FAST AUTO ELECTRIC, CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE  
12-12-96

95 DEC 13 PM 1:12

RECEIVED

Dmc 12/13/96

ARTICLES OF INCORPORATION

OF

FAST AUTO ELECTRIC, CORP.

ARTICLE I - NAME

The name of this corporation is:

FAST AUTO ELECTRIC, CORP.

FILED

96 DEC 13 PM 1:12

SEALED STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-12-96

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue is Five HUNDRED SHARES (500) at \$1.00 ----- DOLLAR par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase

his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4691 E. 10th Ave, Hialeah, Fl. 33013

and the name of the initial registered agent of this corporation at that address is Abraham Henriquez

THE CORPORATION'S PRINCIPAL ADDRESS AND REGISTERED OFFICE ADDRESS ARE THE SAME.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1)

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Gonzalo Henriquez President & Treasurer	182 E. 40 St. Hialeah, Fl. 33013
Abraham Henriquez V. President & Secretary	182 E. 40 St. Hialeah, Fl. 33013

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director

or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of,

such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber

of these Articles of Incorporation is:

<u>NAME</u>		<u>ADDRESS</u>
Gonzalo Henriquez	250 shares	182 E. 40 St., Hialeah, FL. 33013
Abraham Henriquez	250 shares	182 E. 40 St., Hialeah, FL. 33013

#### ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.


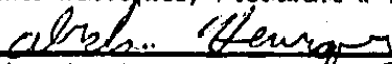
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

#### ARTICLE XIV - 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation. 12nd. day of December 19 96

  
Gonzalo Henriquez, President & Treasurer  
  
Abraham Henriquez, V. President & Secretary

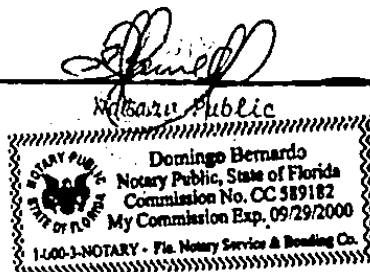
STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and country set forth above, personally appeared Gonzalo Henriquez and Abraham Henriquez

known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this

My Commission expires:





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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First-- That FAST AUTO ELECTRIC, CORP.

desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
Incorporation at City of Miami, County of Dade, State of Florida  
has named Abraham Henriquez located at

4691 E. 10th Ave.

City of Hialeah

County of Dade, State of Florida, as its agent to  
accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the  
above stated corporation, at place designated in this certificate  
I hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

  
Abraham Henriquez  
Registered Agent

# P96 000100894

LAZARUS CORPORATE INDUSTRIES, INC.  
 Requestor's Name  
 890 S.W. 87 AVENUE SUITE 16  
 Address  
 MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #  
 LOCAL REPRESENTATIVE TALLAHASSEE

8000002032579--2  
 -12/18/96--01062--024  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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☒ Walk in ☒ Pick up time 2:02 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
 96 DEC 18 PM 3:21  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 96 DEC 18 AM 11:24  
 DIVISION OF CORPORATION

NC  
 12/18

Examiner's Initials	
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FAST AUTO ELECTRIC, CORP.

FILED  
95 DEC 18 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *Article number one is being amended as follows: Change of Corporation's name. The new name is O.K. Auto Electric Corporation.*

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were adpted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_

(voting group)

(continued)

signed. 17th day of December, 1996

Fast Auto Electric, Corp.

(Corporation Name)

By



(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the share-  
holders)

(A director or incorporator if adopted by the director  
or incorporators)

Gonzalo Henriquez

(Typed or printed name)

President & Treasurer

(Title)

# P96000100894

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16  
Address

MIAMI, FLORIDA 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☒ Pick up time 2:00

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of State

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97/AUG-6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG -5 AM 11:01  
DIVISION OF CORPORATION  
8/6  
Jon  
Name  
clearing

\*C0789, C0721, C0542  
C0672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 5, 1997

Lazarus Corporate Industries, Inc.  
890 S.W. 87 Avenue  
Suite 16  
Miami, FL 33174

SUBJECT: O.K. AUTO ELECTRIC CORPORATION  
Ref. Number: P96000100894

We have received your document for O.K. AUTO ELECTRIC CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 497A00039764

RECEIVED  
97 AUG -5 AM 10:47  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
O.K. AUTO ELECTRIC CORPORATION

FILED  
97 AUG -6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: *Article Number one is being amended as follows: Change of Corporation's name. The new name is A & G Heavy Equipment and Welding, Corp.*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: *August 1, 1997*

**FOURTH:** Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were adpted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_


(voting group)

(continued)

Signed 1st day of August, 19 97

O.K. AUTO ELECTRIC CORPORATION  
(Corporation Name)

By X

  
(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the share-  
holders)

(A director or incorporator if adopted by the director  
or incorporators)

Gonzalo Henriquez

(Typed or printed name)

President & Treasurer

(Title)