

P97000016637

S

4:09 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000003018 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GRABAR DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000003018

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:16:03

RECEIVED
97 FEB 21 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB 21 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/21/97

H 97000003018

⑤

ARTICLES OF INCORPORATION
OF
GRABAR DISTRIBUTORS, INC.

FILED
97 FEB 21 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GRABAR DISTRIBUTORS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the automotive industry and any other purpose authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

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.
Robert L. Roth, Esq. - Florida Bar Number 240257
Penthouse - Total Bank Building
2720 Coral Way
Miami, FL 33145
Phone - 444-5000

H 97000003018

H 97000003018

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be 2720 Coral Way, Penthouse, Miami, Florida 33145, and the name of the initial registered agent at that address of this corporation shall be Robert L. Roth.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Robert L. Roth
President/Secretary/Treasurer
2720 Coral Way, Penthouse
Miami, Florida 33145

Jose E. Hernandez
First Vice President
2720 Coral Way, Penthouse
Miami, Florida 33145

Jose A. Pardo, Jr.
Second Vice President
2720 Coral Way, Penthouse
Miami, Florida 33145

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Robert L. Roth
President/Vice-President/Secretary/Treasurer
2720 Coral Way, Penthouse
Miami, Florida 33145

ARTICLE IX - BYLAWS

H 97000003018

H 97000003018

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of February 1997.

GRABAR DISTRIBUTORS INC.

H 97000003018

By: 
Robert L. Roth
Incorporator

H 97000003018

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

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

First, that GRABAR DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Miami, Dade County, Florida, has named ROBERT L. ROTH located at 2720 Coral Way, Penthouse, Miami, Florida 33145, County of Dade, State of Florida, as its agent to accept service 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.


ROBERT L. ROTH
Resident Agent

P-194/blb

H 97000003018

FILED
97 FEB 21 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA