

P970000201 91

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

200002105172--5

03/05/97-01003--025

****122.50 ****122.50

Office Use Only

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

1. AAA TRANSMISSIONS, INC.

(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

RECEIVED
97 MAR -5 AM 11:30
DIVISION OF CORPORATION

CERTIFICATE OF INCORPORATION

OF

AAA Transmissions, Inc.

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this Corporation shall be: AAA Transmission, Inc.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- (a). The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

FILED
97 JUL -5 11:49
TALLAHASSEE FLORIDA

(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in land and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural personas, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same

and shall be payable in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the corporation is:
1850 N.W. 7th Avenue, Miami, FL 33136 and the initial
registered agent at such address is: SOFIA DIAZ.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office
of this corporation in the State of Florida is: 1850 N.W. 7th Avenue,
Miami, Florida 33136.

The Board of Directors may from time to time move the principal
office to any other address in the State of Florida.

ARTICLE VII.

This Corporation shall have One (1) directors, initially.
The number of directors may be increased or diminished from time to
time by by-laws adopted by the stockholders, but shall never be less
than one.

ARTICLE VIII.

The names and post office addresses of the first Board of
Directors and officers of this corporation, who shall hold office
for the first year of its existence or until their successors are
elected and qualified, are as follows:

SOFIA DIAZ
8264 N.E. 3rd Court
Miami, FL 33138

President
Secretary
Registered Agent

ARTICLE IX.

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
• SOFIA DIAZ	8264 N.E. 3rd Court Miami, FL 33138	100	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be continued under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

(a). To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b). To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c). To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d). When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 2nd day of March, 1997.

Sofia Diaz (SEAL)
Sofia Diaz

____ (SEAL)

____ (SEAL)

____ (SEAL)

____ (SEAL)

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me a Notary
and above to take

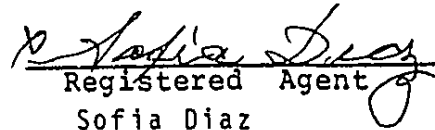
STATE OF FLORIDA)

COUNTY OF DADE)

ACCEPTANCE BY REGISTERED AGENT:

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

DATE: March 3, 1997



Registered Agent
Sofia Diaz

FILED
97 MAR -5 PM 11:49
TALLAHASSEE, FLORIDA