

P97000P30640

B&G Automotive Center
3233 S.E. Domina Ter
STUART, FL 34997

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) 900002136199--4
-04/08/97--01065--004
122.50 *122.50
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:51

| 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 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 |

509, 613, 502
BT
4/4
W97-5252



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1997

**B & G AUTOMOTIVE CENTER
3233 SE DOMINICA TERRACE
STUART, FL 34992**

SUBJECT: B AND G AUTOMOTIVE, INC
Ref. Number: W97000005252

We have received your document for B AND G AUTOMOTIVE, INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate name must be identical throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 597A00011519



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1997

**B & G AUTOMOTIVE CENTER
3233 SE DOMINICA TERRACE
STUART, FL 34992**

SUBJECT: B AND G AUTOMOTIVE, INC
Ref. Number: W97000005252

We have received your document for B AND G AUTOMOTIVE, INC and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 797A00015646

ARTICLES OF INCORPORATION
OF

G B
AND B AUTOMOTIVE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR - 4 AM 10:51

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

THE NAME OF THE CORPORATION IS AS FOLLOWS : G B
AND B AUTOMOTIVE, INC.
The principle address of the corporation is 3233 S.E. Dominica Terrace,
Stuart, FL 34997

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

THE purpose for which the corporation is organized is the transaction of all and any lawful business for which the corporations may be incorporated under the Florida Corporation Act.

qummmmm

ARTICLE FOUR

This corporation is authorized to issue 500 shares of no PAR VALUE STOCK, which shall be designated as "Common Shares" All of said stock shall be payable ion cash, property, (real or personal) OR labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusiveley in the holders of the outstanding Common Shares.

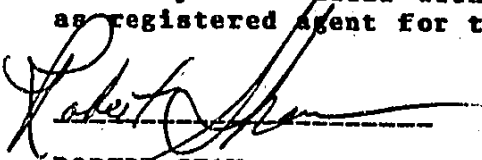
ARTICLE SIX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share therof (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) at the prices at which it is offered to others.

ARTICLE SEVEN

The street address and mailing address of the initial principal registered office is ; 3233 S.E. dominica Terrace, Stuart, FL.34997, and the name of its initial registered agent of this corporation is; ROBERT SHAW.

I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation.



ROBERT SHAW

ARTICLE EIGHT

This corporation shall have at least two directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Name

Mailing Address

ROBERT SHAW

3233 S.E. Dominca Terrace
Stuart, FL 34997

GEORGE HERMAN

3233 S.E. Dominca Terrace
Stuart, FL 34997

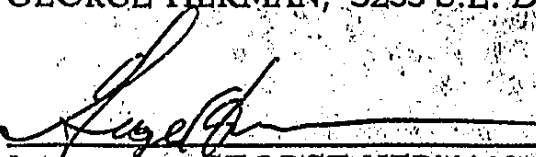
ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The name and address of the incorporator for this corporation is:

GEORGE HERMAN, 3233 S.E. Dominca Terrace Stuart, FL 34997


Incorporator: GEORGE HERMAN

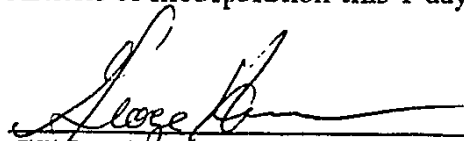
ARTICLE ELEVEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this 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 this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TWELVE

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien not the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of February, 1997.



GEORGE HERMAN


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 of the Florida Statutes, the following is submitted,
in compliance with said act:

FIRST: that ^{G A} ~~AND~~ ^{AND} AUTOMOTIVE, INC., desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation, at FFF, County of Palm Beach, State of Florida, has named
GEORGE HERMAN located at: 3233 S.E. Dominca Terrace, Stuart, FL 34997,
County of Palm Beach, State of Florida, as its agent to accept service of process with
the state.

ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT

Having been named to accept service of process for the above 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.


By: ROBERT SHAW
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:51