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*Law Offices*

**ALEJANDRO A. ZAMORA, ESQ.**

JURIS DOCTOR  
MEMBER OF THE  
FLORIDA BAR

April 15, 1997

1298 N.W. 10TH AVENUE  
MIAMI, FLORIDA 33136  
(305) 324-4512  
FAX (305) 326-1609

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

200002148092--4  
04/18/97--01033--015  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation for PAYLESS MOTOR REPAIR AND BODY SHOP, Inc.

Dear Sirs/Madam:

Please find enclosed in reference to the above captioned matter, original Articles of Incorporation, along with copies, check in the amount of \$122.50 and stamped self-addressed envelope. Please file and record original Articles of Incorporation, certify copies of said Articles and return to the undersigned in the provided envelope promptly.

If you need any additional information, please do not hesitate to contact us so that we may provide you with the same. I look forward to your prompt response and receipt of the certified copies of Articles of Incorporation.

Thank you for your anticipated cooperation. I remain,

Very truly yours,



Alejandro A. Zamora

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**PAYLESS MOTOR REPAIR AND BODY SHOP, INC.**

**ARTICLE I**

The name of this Corporation is:

**PAYLESS MOTOR REPAIR AND BODY SHOP, INC.**

**ARTICLE II**

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III**

This Corporation is authorized to issue 100 shares of common stock of One (\$1.00) Dollar at par value. No other class of stock is authorized.

**ARTICLE IV**

The Principal Office and principal place of business and mailing address of this Corporation is: 5306 N.W. 35 Avenue, Miami, Florida 33142.

**ARTICLE V**

The name and address of the initial registered agent of this Corporation is: Louis Marie Preval,  
5306 N.W. 35 Avenue, Miami, Florida 33142.

**ARTICLE VI**

This Corporation reserved 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 this reservation. However, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of

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a majority vote of the shareholders of this Corporation.

#### ARTICLE VII

This Corporation shall have Three (3) Director(s) initially. The number of the Director(s) may be either increased or decreased from time to time by the by-laws of the Corporation, but shall never be less than One (1). The names and addresses of the initial Board of Director(s) of this Corporation are/is:

<u>NAME</u>	<u>ADDRESS</u>
Louis Marie Preval	5306 N.W. 35 Avenue Miami, Florida 33142
Daniel Desir	5306 N.W. 35 Avenue Miami, Florida 33142
Guerdin P. Lecorps	5306 N.W. 35 Avenue Miami, Florida 33142

#### ARTICLE VIII

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are/is:

<u>NAME</u>	<u>ADDRESS</u>
Louis Marie Preval	5306 N.W. 35 Avenue Miami, Florida 33142

#### ARTICLE IX

The names and address(es) of the initial Officer(s) of this Corporation are/is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Louis Marie Preval	5306 N.W. 35 Avenue Miami, Florida 33142	President
Daniel Desir	5306 N.W. 35 Avenue Miami, Florida 33142	Vice-President
Guerdin P. Lecorps	5306 N.W. 35 Avenue	Secretary

Miami, Florida 33142

ARTICLE X

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the by-laws of this Corporation.

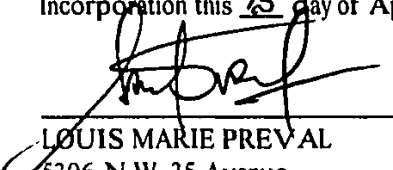
ARTICLE X

The Corporation shall indemnify any and all Officers or Directors, or any former Officer or Director, to the full extent permitted by-law for all acts done on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any and all of the property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty one (51) percent of the shares of the Corporation entitled to vote thereon and not otherwise.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15 day of April, 1997.

  
\_\_\_\_\_  
LOUIS MARIE PREVAIL  
5306 N.W. 35 Avenue  
Miami, Florida 33142

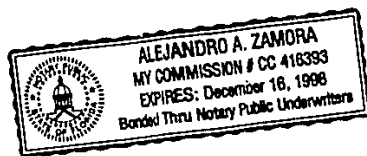
STATE OF FLORIDA        ) SS.  
                                  )  
COUNTY OF DADE        )

BEFORE ME a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared: LOUIS MARIE PREVAL, who provided as identification: N.A. or is personally known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of April, 1997, who did / did not take an oath.

  
NOTARY PUBLIC, State of  
Florida, at large

My Commission Expires On:



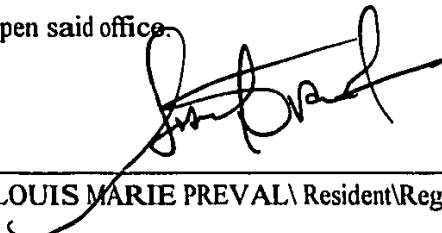
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with  
the said act:

First, that PAYLESS MOTOR REPAIR AND BODY SHOP, INC., 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 LOUIS MARIE  
PREVAL located at 5306 N.W. 35 Avenue, Miami, Florida 33142 as its agent to accept service of  
process within the 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.

By:   
LOUIS MARIE PREVAL Resident Registered Agent

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TALLAHASSEE, FLORIDA

PAYLESS MOTOR REPAIR AND BODY SHOP, INC.  
ARTICLES OF INCORPORATION