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Marvin L. Beaman, Jr., P. A.

ATTORNEY AT LAW

605 N. WYMORE ROAD

WINTER PARK, FLORIDA 32789-2893

407/628-4200

FAX 407/740-8402

May 7, 1997

PRIORITY MAIL

Attorneys' Title Insurance Fund, Inc.  
Atten.: Corporate Filing Dept.  
660 East Jefferson Street, Suite 200  
Tallahassee, FL 32301

Re: CALIMETE CORPORATION  
Our File #97-059

Dear Madam:

Enclosed herewith please find an original and one copy of Articles of Incorporation to be filed regarding the above named corporation.

Enclosed is my check in the amount of \$122.50 payable to the Secretary of State to cover the cost of filing the corporation; said check represents the following:

Filing fee	\$35.00
Registered Agent	35.00
Certified copy	52.50

Total: \$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned. Please fax a copy of the filed Articles to 407-740-8402. If you are in need of any additional information or funds, please advise.

Please send an invoice for your services and advise when corporation has been filed.

Best wishes.

Very truly yours,

MARVIN L. BEAMAN, JR.

MLB:rr  
Encls.  
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FILED  
97 MAY 12 AM 10:24  
STATE

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405/12/97--01002--0116  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE

5-7-97

K.F. MAY 12 1997

RECEIVED  
646 PM 9:49  
CORPORATION

ARTICLES OF INCORPORATION

OF

CALIMETE CORPORATION

EFFECTIVE DATE

5-7-57

FILED  
97 MAY 12 AM 10: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CALIMETE CORPORATION.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of operating a transmission repair business and any other lawful business, including, but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands owned, held, or occupied and to encumber or dispose of any lands or interest in lands and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time held, owned or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers of corporate

property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the right, powers, and privileges of ownership, including the right to voter such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any and all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporation.

(h) To engage in any and all lawful business, trades occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying out any of the business or acts above-named.

The intention is that none of the objects and powers as herein set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or another Article; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock which stock shall have a \$1.00 par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is 1621 Nottingham Dr., Winter Park, FL 32792. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by the By-Laws.

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Raul A. Barreto	1621 Nottingham Dr. Winter Park, FL 32792
Raul J. Barreto	1111 Cranden Blvd., Apt. C-505 Key Biscayne, FL 33149

#### ARTICLE VIII - SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are:

NAME

ADDRESS

Raul A. Barreto

1621 Nottingham Dr.  
Winter Park, FL 32792

ARTICLE IX - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1621 Nottingham Drive, Winter Park, FL 32792 and the name of the initial registered agent of this corporation at said address is Raul A. Barreto.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the signing of the Articles of Incorporation.

ARTICLE XI - VOTING RIGHTS

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

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

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

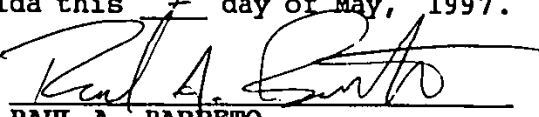
ARTICLE XIV - PREEMPTIVE RIGHTS

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 XV - 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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 7 day of May, 1997.

  
RAUL A. BARRETO

STATE OF FLORIDA  
COUNTY OF ORANGE

7 day of May, 1997 by RAUL A. BARRETO who is  
☒ personally known to me or  
has produced \_\_\_\_\_  
as identification.

  
Notary Public  
MARVIN L. BEAMAN, JR.

Print or type name

My commission expires:



CERTIFICATE DESIGNATING PLACE OF REGISTERED  
OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA, NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

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PURSUANT to Chapter 48.091 FLORIDA STATUTES, the following is submitted in compliance with said Act:

THAT CALIMETE CORPORATION desiring to organize under the laws of the State of Florida, with its principal place of business and office as indicated in the Articles of Incorporation in the City of Winter Park, State of Florida, has named as its Registered Agent CALIMETE CORPORATION and designated 1621 Nottingham Drive, Winter Park, Florida 32792 as Registered Office to accept service of process within this State.

ACKNOWLEDGEMENT:

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

  
RAUL A. BARRETO

Registered Agent

crp\calime97.art  
97-059rr

FILED  
97 MAY 12 AM 10:24  
STATE  
TALLAHASSEE