

**AGUSTIN & CARMEN BAEZ**

2464 Ruth Lane, Kissimmee, FL 34744

daytime tel: (407)348-2682

P970000061773

July 10, 1997

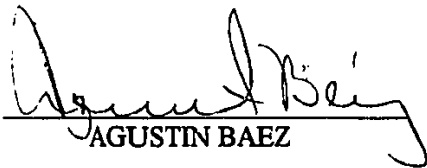
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/15/97--01075--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Bionic Auto Sales, Inc.**

Please find enclosed the original and one copy of Articles of Incorporation of subject company, together with my check in the amount of \$70.00, being Filing Fee (\$35.00) and Designation of Registered Agent Fee (\$35.00) for the said company. Your early attention will be much appreciated.

Sincerely,

  
AGUSTIN BAEZ

FILED  
97 JUL 15 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9N 7-16-97

**ARTICLES OF INCORPORATION**  
**OF**  
**BIONIC AUTO SALES, INC.**

FILED  
97 JUL 15 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned subscriber(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.*

**I. NAME**

The name of the corporation is: **BIONIC AUTO SALES, INC.**

**II. PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The principal place of business and mailing address of the corporation is: 2464 Ruth Lane, Kissimmee, FL 34744.  
The name and street address of the initial Registered Agent is: AGUSTIN BAEZ, 2464 Ruth Lane, Kissimmee, FL 34744.

**III. PURPOSE**

The nature of the business and the purposes and objects for which this corporation is organized are as follows:

1. To engage in the business of Auto sales, rental and service.
2. To engage in any lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of any business permitted under the laws of the United States of America and/or the State of Florida.
3. To do any and all of these things as fully and completely as natural persons in any part of the world.
4. The purposes, objects and powers specified in this paragraph and elsewhere in these Articles shall in nowise be limited or restricted by reference to, or inference from, any other paragraph(s), except where otherwise specified in such paragraph(s); and the purposes, objects and powers in this paragraph and elsewhere in these Articles shall be construed as independent purposes, objects and powers.

**IV. CAPITAL STOCK**

This corporation shall be a Small Business corporation under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following plan:

1. The corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares".
2. The period during which this offering will be open in the first instance is two (2) years from the date of incorporation.
3. No shares offered or issued under this plan shall be issued in exchange for stocks, securities, or services.

**V. RESTRICTIONS ON TRANSFERABILITY OF STOCK**

In order for any shareholder to sell or otherwise dispose of his/her stock other than by transferability through inheritance, such shareholder must first offer to sell the stock back to the corporation. After a period of fifteen (15) days, during which time the selling stockholder has continually offered to sell his/her stock or any percentage thereof to the corporation, and such offer is not accepted by majority vote of the Board of Directors, then he/she may terminate the offer to the corporation.

If in the event the corporation does not accept the offer with the fifteen (15) day period mentioned above, and the offering party is still desirous of selling his/her stock, the shareholder must offer to sell, in portions which bear direct proportional amount as to each stockholder's respective ownership of stock, the stock to all other stockholders. After a period of thirty (30) days, during which the selling stockholder has continually offered the sale of his/her stock to the other stockholders as required above, the selling stockholder may terminate the continuing offer and otherwise dispose of his/her respective shares as he/she may deem fit.

In the event the offering stockholder cannot come to an agreement with the offerees as to a fair market value or price for the shares of stock being offered for sale, then in that event a Board of Arbitration shall be set up to determine the selling price of the shares.

The Board of Arbitration shall be composed of three (3) members, and their decision as to the selling price of the shares shall be binding upon the offeror and the offerees, respectively. The Board of Arbitration shall consist of one (1) member selected by the offeror, one (1) by the offerees jointly, and a third selected by majority vote of a committee of three (3) composed of the two (2) already existing members of the Board of Arbitration and a third selected by majority vote of the Board of Directors of the corporation.

The Board of Arbitration shall be appointed and set up within ten (10) days after the offer has been accepted by the offerees; and further, the determination as to the selling price shall be made within fifteen (15) days after the Board of Arbitration has been established.

In the event the selling price as established by the Board of Arbitration is not acceptable to the offeror and he/she elects not to sell his/her stock in the corporation at the determined price, then the offeror cannot transfer or convey his/her shares for a period of six (6) months following the date when the determination by the Board of Arbitration has been handed down. At the conclusion of the six (6) month period, if the offeror determines to again offer his/her shares or any part thereof for sale, the procedures and restrictions on transferability shall recommence.

The Board of Arbitration, in determining a selling price for the stock, shall consider all factors pertinent to the valuation of stock, but in no event shall the price as determined by the Board of Arbitration be less than an amount offered by a third party for the stock, which said amount has been tendered in escrow to the Board of Arbitration by any third party.

In the event the selling price as established by the Board of Arbitration is acceptable to the offeror and not acceptable to the offerees, then the offeror is free to sell his/her shares of stock to any third parties or parties who will pay the selling price as determined by the Board of Arbitration.

If in the event the thirty (30) day period during which the continuing offer is required to remain in effect, the offerees accept the offer to sell, then the thirty (30) day period shall no longer apply. Following the acceptance by the offerees, the offeror and the offerees shall agree upon a sale price within fifteen (15) days of the acceptance, and in that event such agreement cannot be reached, the procedure outlined above for the established of the Board of Arbitration shall commence immediately.

In the event the offeror has continued in his/her offer to sell, and in due course the procedure outlined above has been completed, including that portion which recommences the arbitration procedure a second time, and no sale transaction has been completed, then in that event, the offeror is free to transfer and convey his/her shares of stock to any third party, provided that at time shall the offeror transfer or convey his/her shares of stock for a price less than which the offerees have agreed to accept.

This Article shall be binding on all shareholders, present and future, and their heirs, assigns, legatees and devisees.

## **VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

AGUSTIN BAEZ  
2464 Ruth Lane  
Kissimmee, FL 34744

CARMEN T. BAEZ  
2464 Ruth Lane  
Kissimmee, FL 34744

**VII. POWERS OF DIRECTORS AND STOCKHOLDERS**

The directors and stockholders of the corporation shall have the following powers:

1. The directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed, mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by stockholders; and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise conferred by law, or the By-laws, or by resolution of the stockholders.
4. The stockholders and directors shall have the power to hold meetings and keep books, documents and papers of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the stockholders or the directors, except as otherwise required by the laws of Florida.

**VIII. DIRECTORS' COMPENSATION**

The shareholders shall have exclusive authority to fix the compensation of the directors of the corporation.

**IX. INDEMNIFICATION**

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the stockholders for monetary damages for breach of fiduciary duties unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.
4. A transaction for which the director derived an unlawful personal benefit.

**X. MEETINGS**

Notwithstanding anything else written in these Articles, the directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference telephone or similar means permitted by law

**XI. INCORPORATOR(S)**

The names and street address of the persons signing these Articles of Incorporation are:

AGUSTIN BAEZ  
2464 Ruth Lane  
Kissimmee, FL 34744

CARMEN T. BAEZ  
2464 Ruth Lane  
Kissimmee, FL 34744

**XII. AMENDMENT(S)**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right or rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14 day of July, 1997

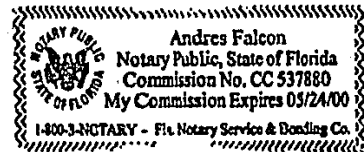
Agustin Baez Carmen T. Baez  
AGUSTIN BAEZ CARMEN T. BAEZ  
*PERSONALLY KNOWN*

STATE OF FLORIDA )  
COUNTY OF OSCEOLA ) SS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared AGUSTIN BAEZ and CARMEN T. BAEZ known to me (or presented identification), and known to be the persons who executed these Articles of Incorporation.

Sworn to and Subscribed before me in the State and County aforesaid, this 14 day of July, 1997

Andres Falcon  
Notary Public, State of Florida at Large



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS**

*ON BEHALF*

*OF*

**BIONIC AUTO SALES, INC.**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **BIONIC AUTO SALES, INC.**
2. The name and address of the registered agent and office is:

**NAME:** AGUSTIN BAEZ  
President  
**OFFICE ADDRESS:** 2464 Ruth Lane  
Kissimmee, FL 34744

*Having being named as registered agent and to accept service of process for the abovenamed Corporation at the place designated in this certificate, 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.*

Signature:

  
AGUSTIN BAEZ, Registered Agent

7-14-97  
Date

FILED  
97 JUL 15 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA