

7/29/97

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FRANK AUTO REPAIRS, INC.
AUDIT NUMBER.....H97000012372
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FRANK AUTO REPAIRS, INC.
REF: W97000017480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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

The conflict is FRANK'S AUTO REPAIR, INC., document number V17197.

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If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: B97000012372
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ARTICLES OF INCORPORATION
OF
F R AUTO REPAIRS, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:

F R AUTO REPAIRS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of auto repairs, auto parts distribution auto parts import and export, etc. ----- and all other lawfull activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The agregate maximum number of shares which this corpora-- tion shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 4788 S.W. 75 Avenue, Miami, Florida 33155.

Prepared By:
Jimenez & Associates, P.A.
454 N.W. 22nd Ave. Suite 209
Miami, Florida 33125 (Tel. 541-4714)
JOSE C. JIMENEZ, ACCT.

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Francisco A. Ruiz
4788 S.W. 75 Avenue
Miami, Florida 33155

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
Francisco A. Ruiz	President and Secretary	4788 S.W. 75 Avenue Miami, Florida 33155

ARTICLE X

Distribution to incorporators is as follows:

Francisco A. Ruiz	500 Shares	\$ 500.00 Value
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ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the - by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 29th Day of July, 1997.



Francisco A. Ruiz-Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

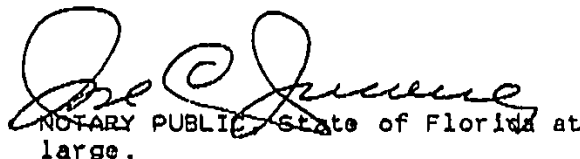
Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- FRANCISCO A. RUIZ -----

who after first being duly sworn, executed the foregoing ---- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official - seal at Miami, said County and State, this 29th Day of July 1997.



OFFICIAL NOTARY SEAL
JOSE C. JIMENEZ
COMMISSION NO. 00417480
MY COMMISSION EXP. OCT. 30, 1998



NOTARY PUBLIC - State of Florida at large.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is: P R AUTO REPAIRS, INC.

The name and address of the Registered Agent and office is Francisco A. Ruiz, 4788 S.W. 75 Avenue, Miami, Fla. 33155.



Corporate Officer

Title: President and Secretary

Dated: July 29, 1997.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325,, Florida Statutes.



Francisco A. Ruiz, Registered ---
Agent accepting office.

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