

PA 7000072206

LAW OFFICE OF
LEON M. BOYAJAN II P.A.

LEON M. BOYAJAN, II *
RICHARD D. GISH
JOHNNYE L. FRIEDRICH **

* BOARD CERTIFIED CIVIL TRIAL
** ALSO LICENSED TO PRACTICE IN OKLAHOMA

1125 STERLING ROAD
SUITE 4, POWELL SQUARE
INVERNESS, FLORIDA 34450
(352) 726-1800
FAX (352) 726-1428

August 15, 1997

Secretary of the State of Florida
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/19/97-01007-005
***122.50 ***122.50

Re: P & M Automotive Group, Inc.
Our File No. 97.021

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for P & M Automotive Group, Inc.

Also enclosed is our check for the incorporation fee in the amount of \$122.50 for filing of the "For Profit" corporation with the State. After filing the corporation, please provide our office with the certified copy of the Articles.

Thank you for your assistance in this matter and should you need anything further from our office, please do not hesitate to contact us.

Yours very truly,

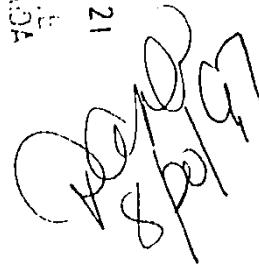

LEON M. BOYAJAN, II

LMB/bal

Enclosures

cc: Mr. Pat Perrone

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97 AUG 19 PM 2:21
SECRET
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
P & M AUTOMOTIVE GROUP, INC.

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SEC. 1
TALLAH. FL. 32303A

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following as its Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is P & M AUTOMOTIVE GROUP, INC. The principal place of business of this corporation shall be: 4212 West Gulf-to-Lake Highway, Lecanto, FL 34461.

ARTICLE II - DURATION

The term of existence of this corporation is perpetual.

ARTICLE III - COMMENCEMENT

The date and time of the commencing of corporate existence shall be upon the filing of these Articles.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any or all lawful activity for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V - POWERS

This corporation shall have the power to exercise any and all powers that corporations have and may exercise under the laws of the State of Florida, and as the same may be amended except such powers as may be inconsistent with the expressed provisions of this Certificate or by the Bylaws as adopted by this corporation.

This corporation shall have the power to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, attainment of any of the objects, or the exercise of any of the powers herein set forth below, or in the Bylaws, either alone or in conjunction with other corporations, firms, or individuals and either as principles or agents and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the above-mentioned objects, purposes or powers.

This corporation shall have the power:

(1) To enter into and perform all manner and kinds of contracts, agreements and obligations for a legal purpose by, or with any person, firm, or association, corporation, or governmental division or subdivision.

(2) To enter into and perform contracts for constructing, building, altering, improving, repairing, decorating, maintaining and furnishing buildings, tenements and the structures of every description and to advance money to and to enter into agreements of all kinds with builders, contractors, property owners, and others for such purposes. To hire and employ agents,

servants, employees to enter into agreements of employment and collective bargaining agreements and to act as agent, contractor, trustee, factor, or otherwise, either alone or accompanied with others.

(3) To promote, assist financially or otherwise, corporations, firms, syndicates, associations, individuals and others and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any undertaking or obligation.

(4) To endorse or guarantee the payment of principal of, or interest on bonds, notes, or any other evidences of indebtedness or obligations and to guarantee the performance of any other contracts or undertakings in which the corporation may otherwise be or become interested of any firm, corporation, association, partnership, trustee, syndicate, individual or government division or subdivision, domestic or foreign insofar as may be permitted by law.

(5) To borrow money, to draw, make, accept, endorse, issue, sell or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferrable obligations or instruments from time to time for any purpose of or concerning the business of the corporation.

(6) To secure the payment of corporate indebtedness by executing mortgages, deeds of trust, pledges, or similar instruments with respect to all or any part of the property of the corporation whether now owned or to be acquired in the future.

(7) To lend or advance money or to give credit to such persons that upon such terms as it may seem expedient and in particular to customers and others having dealings with the corporation; and, to guarantee or give security of the loans of its customers and others dealing with it, but nothing herein shall be construed to give this corporation banking powers.

The delineation of the above powers in all cases shall not be construed as limitations, but shall be construed as giving this corporation the widest power available under the laws of the State of Florida. In case of a bona fide controversy over whether an act is within the power of the corporation, it shall be presumed to be within the corporate powers.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights.

ARTICLE VII - TRANSACTIONS IN WHICH SHAREHOLDERS HAVE INTEREST

Any contract or other transaction between the corporation and one or more of its shareholders, or between the corporation and any firm of which one or more of its shareholders are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its shareholders are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the shareholder or

shareholders at the meeting of the Shareholders of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the shareholders and the shareholders shall, nevertheless, authorize or ratify the contract or transaction, the interested shareholder or shareholders to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification, this section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is, or was serving at the request of the corporation, partnership, trust, joint venture, or other director, officer, employee, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized by this section.

The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in

defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

If any expenses or other amounts are paid by way of indemnifications, otherwise than by Court Order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the person paid, the amounts paid, and the litigations or threatened litigation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the shareholder, officer, employee or agent to repay such account unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

This indemnification provided by this Section shall not be deemed exclusive of any other rights to those which indemnification may be entitled under any Bylaw, agreement vote of shareholders or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a shareholder, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE IX - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would

have authority to indemnify him against such liability under the provisions of these Articles, or under law.

ARTICLE X - OFFICERS AND DIRECTORS

The Board of Directors of this corporation shall consist of two members.

The name and address of each person who is to serve as a member of the initial Board of Directors is:

PAT PERRONE
2734 West Sunrise Street
Lecanto, FL 34461

REBANTA MUKHERJEE
34510 Middleboro
Livonia, MI 48154-5318

The name and address of each person who is to serve as officers is:

President - PAT PERRONE
2734 West Sunrise Street
Lecanto, FL 34461

Secretary/Treasurer - REBANTA MUKHERJEE
34510 Middleboro
Livonia, MI 48154-5318

ARTICLE XI - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000 shares. Such shares shall be of a single class and shall have a common value of \$1.00 per share.

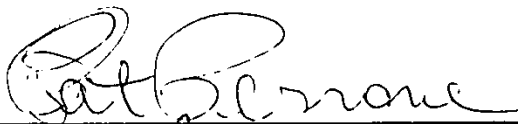
ARTICLE XII - REGISTERED OFFICE


The street address of the initial registered office is 1125 Sterling Road, Suite 4, Inverness, Florida 34450-3979 and the name of the registered agent is LEON M. BOYAJAN, II.

ARTICLE XIII - INCORPORATORS

The name and address of each incorporator is:

PAT PERRONE	-	2734 West Sunrise Street Lecanto, FL 34461
REBANTA MUKHERJEE	-	34510 Middleboro Livonia, MI 48154-5318




PAT PERRONE


REBANTA MUKHERJEE

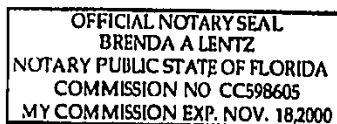
STATE OF FLORIDA
COUNTY OF CITRUS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned officer, personally appeared PAT PERRONE, known to me to be the person whose name is subscribed to the within instrument and who is personally known to me and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal on this 10th day of July, 1997.



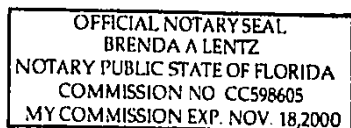
BRENDA A. LENTZ, Notary Public
Commission No. CC 598605
My Commission Expires:



STATE OF FLORIDA
COUNTY OF CITRUS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned officer, personally appeared REBANTA MUKHERJEE, known to me to be the person whose name is subscribed to the within instrument and who is personally known to me or who produced the following as identification: Michigan Drivers License, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal on this 11th day of July, 1997.



Brenda A. Lentz
BRENDA A. LENTZ, Notary Public
Commission No. CC 598605
My Commission Expires:

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within the State of Florida, naming an agent upon whom process may be served and names and addresses of Directors.

The following is submitted in compliance with Section 48.091, Florida Statutes.

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 4212 West Gulf to Lake Highway, Lecanto, FL 34461 has named LEON M. BOYAJAN, II, located at 1125 Sterling Road, Suite 4, Inverness, FL 34450-3979 as its agent for service of process within the State.

OFFICERS, DIRECTORS AND BOARD MEMBERS

President PAT PERRONE

Secretary/Treasurer REBANTA MUKHERJEE


REGISTERED AGENT

LEON M. BOYAJAN, II

1125 Sterling Road
Inverness, FL 34450-3979

ACCEPTANCE OF REGISTERED AGENT

I agree as Registered Agent to accept service of process, to keep my office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida-designated address) in some conspicuous place in the office as required by law.



LEON M. BOYAJAN, II
Registered Agent

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SECURITY
FALLING