

P97000073889

FEDER & DUNN, P.A.
320 SOUTHEAST 9TH STREET
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE: 954-766-2550
FACSIMILE: 954-766-8450

GARY A. FEDER*
KENNETH J. DUNN*

* ADMITTED IN FL & NJ

August 12, 1997

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

600002270036--7
-08/18/97--01122--004
*****70.00 *****70.00

Re: Articles of Incorporation of Nations Auto Works, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation and a check in the amount of \$70.00 representing the filing fee and registered agent fee. I have also enclosed a copy of the Articles and a stamped, self-addressed envelope if you would be so kind as to stamp the copy and return it to my office in the enclosed envelope.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-766-2550.

Sincerely,



Kenneth J. Dunn, Esq.

enc.

FILED
97 AUG 26 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 8/26/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 19, 1997

KENNETH J. DUNN, ESQ.
FEDER & DUNN, P.A.
320 SOUTHEAST 9TH STREET
FORT LAUDERDALE, FL 33316

SUBJECT: NATIONS AUTO WORKS, INC.
Ref. Number: W97000019183

We have received your document for NATIONS AUTO WORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 597A00041993

FEDER & DUNN, P.A.

320 SOUTHEAST 9TH STREET
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE: 954-766-2550
FACSIMILE: 954-766-8450

GARY A. FEDER *
KENNETH J. DUNN*

* ADMITTED IN FL & NJ

August 25, 1997

Neysa Culligan
FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

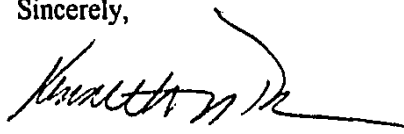
Re: Your letter of August 19, 1997
letter number 597A00041993

Dear Ms. Culligan:

Thank you for speaking with me today regarding the error contained in the articles of incorporation for the above corporation. As you instructed, I am sending the corrected articles to your attention for prompt recording. If it is possible, could you fax to my office a copy of the stamped articles at the above fax number? If so, thank you very much.

If you have any questions, please call me at the above telephone number.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Kenneth J. Dunn', with a long horizontal flourish extending to the right.

Kenneth J. Dunn, Esq.

**ARTICLES OF INCORPORATION
OF
NATIONS AUTO WORKS, INC.**

FILED
97 AUG 26 AM 11: 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Nations Auto Works, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one thousand shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of one director. The name and address of the initial directors is: Daniel Diaz.

ARTICLE X

The initial registered agent of the corporation is Kenneth J. Dunn, Esq. . The street address of the corporation's initial registered office is 1701 W. Hillsboro Boulevard, Suite 302, Deerfield Beach, Florida 33442.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be 9501 N.W. 18th Street, Plantation, Florida 33322.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Feder & Dunn, P.A., c/o Kenneth J. Dunn, Esq., at 1701 W. Hillsboro Boulevard, Suite 302, Deerfield Beach, Florida 33442.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 1997.

INCORPORATOR: FEDER & DUNN, P..A.

By: 

Kenneth J. Dunn, as an officer of Feder & Dunn, P.A.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of sections 607.0501 of the Florida Statutes, the undersigned Florida corporation submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Nations Auto Works, Inc.

The name and address of the registered agent is:

Kenneth J. Dunn, Esq.
c/o Feder & Dunn, P.A.
1701 W. Hillsboro Blvd., Suite 302
Deerfield Beach, FL 33442

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT

Feder & Dunn, P.A.

By: 

Kenneth J. Dunn, Esq., as office of
Feder & Dunn, P.A.

Dated: 8/12/97

FILED
97 AUG 26 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA