

P97000081265

PANTELIS ROZAKIS  
500 SW 6TH CT.  
POMPANO BEACH, FL 33060

September 11, 1997

500002297255--3  
-09/18/97--01087--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporate Name Division  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed please find herewith Articles of  
Incorporation to be filed for AUTO CARE OF  
POMPANO, INC.

Please accept our check for \$70 for incorporation  
fees. At your earliest convenience, please send us  
your letter confirming these articles have been  
filed. Thank you for your assistance.

Yours truly,

  
Pantelis Rozakis

FILED  
97 SEP 18 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

rozakau

mc 9/19/97

ARTICLES OF INCORPORATION

FILED

OF

97 SEP 18 AM 8:57

AUTO CARE OF POMPANO, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I  
-----

The name of this Corporation is AUTO CARE OF POMPANO, INC.

ARTICLE II  
-----

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically to engage in the business of auto repairs.

ARTICLE III  
-----

The aggregate number of shares which this Corporation shall have the authority to issue shall be 10,000 shares of \$1.00 par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV  
-----

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE V  
-----

This Corporation is to exist perpetually.

ARTICLE VI  
-----

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

#### ARTICLE VII

-----  
The street address of the initial principal office is:  
5100 N. FEDERAL HWY., SUITE 409 FT. LAUDERDALE FL 33308 and the  
name of its initial registered agent is LARRY LEGEL.

#### ARTICLE VIII

-----  
The number of directors constituting the initial Board of  
Directors of this Corporation is two (2). The names and street  
addresses of the initial directors of this Corporation are:

- |     |                       |   |
|-----|-----------------------|---|
| (1) | PANTELIS ROZAKIS      | 500 SW 6TH CT.<br>POMPANO BEACH, FL 33060     |
| (2) | ROBERT A. MATERDOMINI | 1454 NE 62 AVENUE<br>FT. LAUDERDALE, FL 33304 |

The initial directors may serve from time to time and  
may, by resolution, fix the number constituting the Board of  
Directors and may also name persons to fill vacancies on the  
Board of Directors created by an increase in the number of  
directors which occurs between annual meetings. The number of  
directors of this Corporation shall be not less than one (1).

#### ARTICLE IX

-----  
The names and street addresses of the subscribers to these  
Articles of Incorporation, together with the number of shares  
of stock and value of consideration therefore are as follows:

		SHARES	CONTRIBUTION
(1)	PANTELIS ROZAKIS 500 SW 6TH CT. POMPANO BEACH, FL 33060	510	510
(2)	ROBERT A. MATERDOMINI 1454 NE 62 AVENUE FT. LAUDERDALE, FL 33304	490	490

ARTICLE X  
-----

The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE XI  
-----

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as "Section 1244 Stock", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

ARTICLE XII  
-----

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII  
-----

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.

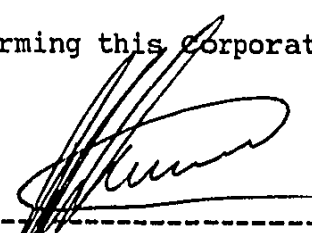
ARTICLE XV

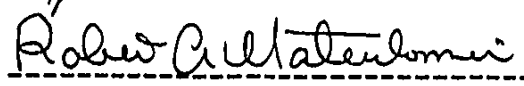
This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this 11th day of September, 1997.

  
-----  
Panagelis Rozakis

  
-----  
Robert A. Materdomini

STATE OF FLORIDA       )  
                                  )  
COUNTY OF BROWARD     )


BEFORE ME, a notary public authorized to take  
acknowledgments in the State and County set forth above,  
personally appeared     PANTELIS ROZAKIS

and

ROBERT A. MATERDOMINI

known to me and known by me to be the persons who executed the  
foregoing Articles of Incorporation, and they acknowledged  
before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 11 day of Sept, 1997.

  
-----  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

**ALEXANDER G. MELL**  
Notary Public, State of Florida  
My Comm. Expires Mar. 27, 1998  
No. CC 356308  
Bonded Thru Official Notary Service

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

First - That AUTO CARE OF POMPAÑO, INC. desiring to  
organize or qualify under the laws of the State of Florida  
with its principal place of business at City of Pompano,  
State of Florida, has named Larry Legel located at:

5100 N. Federal Highway, Suite 409  
Ft. Lauderdale, FL 33308

as its agent to accept service of process within Florida.

Signature

Title

PRESIDENT

Date

9/10/97

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

Signature

Larry Legel

LL Resident Agent

Date

August 28, 1997

2autocar

FILED  
SEP 18 AM 8:57  
TALLAHASSEE, FLORIDA