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February 12, 1998

Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

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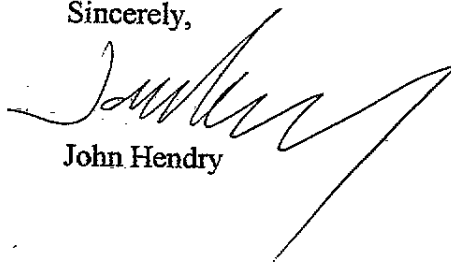
RE: Filing Articles of Incorporation  
for HEM'S TIRE AND AUTO, INC.

Dear Clerk:

Enclosed please find Original and a copy of the Articles of Incorporation and a check in the amount of \$70.00 for your filing fee.

Please return all necessary documents to this office, including a copy of the original filed Articles. Thank you for your prompt attention in this matter.

Sincerely,



John Hendry

JH/tl  
Encl.

FILED  
98 FEB 16 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/16/98  
Jen

**ARTICLES OF INCORPORATION  
OF  
HEM'S TIRE AND AUTO, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I: NAME**

The name of the Corporation is **HEM'S TIRE AND AUTO, INC.**

**ARTICLE II: DURATION**

The existence of the Corporation shall commence with the filing of these Articles of Incorporation and the duration of the Corporation is perpetual.

**ARTICLE III: PURPOSE**

The Corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV: CAPITAL STOCK**

The number of shares of capital stock authorized to be issued by the Corporation will be Twelve Hundred (1,200) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

**ARTICLE V: INITIAL REGISTERED OFFICE AND MANAGER**

The initial registered manager and office of the Corporation will be Shardhanand Bhagwandin, 19 Hardee Street, LaBelle, Florida 33935. The initial street address of the principal office of the corporation in the State of Florida will be 19 Hardee Street, LaBelle, Florida 33935.

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

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TALLAHASSEE, FLORIDA

The number of the Directors constituting the initial Board of Directors of the corporation is one, and the names and addresses of the person who is to serve as the initial director is:

Shardhanand Bhagwandin, 233 Clay Street, LaBelle, Florida 33935

#### **ARTICLE VII: INCORPORATORS**

The name and address of the incorporator is:

Shardhanand Bhagwandin, 233 Clay Street, LaBelle, Florida 33935

Dated the  /2  day of February, 1998.

#### **ARTICLE VIII: AMENDMENTS**

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE IX: PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE X: DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more or its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If that the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

## **ARTICLE XI: INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

S. Bhagwandin  
Shardhanand Bhagwandin  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance and I accept the duties and obligations of Section 607.325 Florida Statutes.

S. Bhagwandin  
Shardhanand Bhagwandin  
Registered Agent

**FILED**  
98 FEB 16 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )

COUNTY OF HENDRY )

Before me, the undersigned authority, personally appeared Shardhanand Bhagwandin, to me well known to be the person who executed the foregoing articles of incorporation and acknowledge before me, according to law, that he has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 12th day of February, 1998.

Bonnie Hanshaw  
Name:  
Notary Public, State of Florida  
Commission # \_\_\_\_\_

