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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: ROY PAINT & BODYWORK, INC.

AUDIT NUMBER.....H98000004219

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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B. McKnight MAR 04 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: ROY PAINT & BODYWORK, INC.
REF: W98000004740

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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H98000004219
Letter Number: 298A00011811

ARTICLES OF INCORPORATION
OF

ROY PAINT & BODYWORK, INC.

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is : ROY PAINT & BODYWORK, INC.

The address of the corporation is 10512 S.W. 185th Terrace Miami, Florida 33157.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. To provide paint and bodywork services.

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ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by

Prepared By: Professional Association Group, INC.
3550 BISCAYNE BLVD. #604
MIAMI, FL 33137
(305)576-5561

the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - STATUS

This corporation elects Sub chapter corporation status according to applicable State and Federal Laws.

ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata

share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 10512 S.W 185th Terrace Miami, Florida 33157, and the name of the initial registered agent of this corporation is Denzil Montague, whose address is 14324 S.W 109 Court Miami, Florida 33156.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation are: Denzil Montague, President, 14324 S.W 109 Court Miami, Florida 33156.

ARTICLE XI - INCORPORATOR

The names and addresses of the persons signing these articles are: Denzil Montague 14324 S.W 109 Court Miami, Florida 33156

ARTICLE XII - INITIAL OFFICER

The names and post office addresses of the first officers of this

corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT

Denzil Montague, 14324 S.W 109 Court Miami, Florida 33156

All of said Directors are of full age and residents of the United States.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or officers or any former officer or director, to the fullest extent permitted by law either now existing or hereinafter enacted.

ARTICLE - XIV

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority

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thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

ARTICLE - XV

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

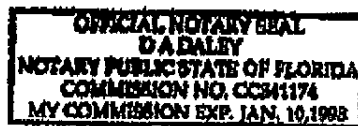
I Denzil Montague accept the designation as registered agent.

Denzil Montague
 INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation of ROY PAINT & BODYWORK INC., were acknowledged before me this 4th day of September 1997, by Denzil Montague as incorporator, and is personally known to me.



D. A. Daley

My commission expire Jan. 10, 1998