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LAW OFFICES

Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

SATELITE OFFICE

25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

April 13, 1998

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Linda's Mufflers, Inc.

To Whom It May Concern:

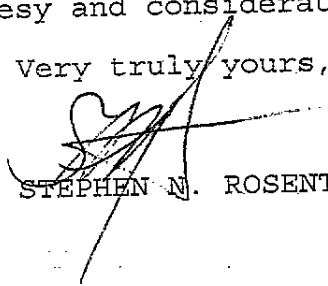
This will serve to advise your department that the undersigned attorney represents the incorporators of a company now known as Linda's Mufflers, Inc. pursuant to which I am enclosing an original and copy of my client's Articles of Incorporation.

Additionally, I am enclosing a check in the amount of \$70.00 which represents the fee for filing same.

Based upon the foregoing, I would appreciate your filing the enclosed Articles, and thereafter returning a copy of same directly to my office in the self addressed, stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

LINDA'S MUFFLERS, INC.

THE UNDERSIGNED do hereby associate
for the purpose of forming a corporation under the laws of the
State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: LINDA'S MUFFLERS,
INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing
auto service and repairs, including but not limited to mufflers,
brakes, glass, and other general repairs in addition to any and
all acts necessary and/or related to the operation of said
business.

B. To carry on and engage in any business or activity
which may be authorized and permitted under and by virtue of the
laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock
in the following manner, to wit: One-hundred (100) shares of
common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

5379 N.W. 7th Street
Miami, Florida 33126

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Belinda Molina, and the Registered Office shall be located at: 5379 Northwest 7th Street, Miami, Florida, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition

to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Belinda Molina	President/Vc.-President	5379 N.W. 7th St.
	Secretary Treasurer	Miami, Fl. 33126

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Belinda Molina	5379 Northwest 7th Street Miami, Florida 33126

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Belinda Molina	5379 Northwest 7th St. Miami, Florida 33126	100	\$1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, this 9 day of April, 1998.

Belinda Molina (SEAL)
BELINDA MOLINA

____ (SEAL)

____ (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF)

The foregoing instrument was acknowledged before me this
9th day of April, 1998, by BELINDA MOLINA, who is personally
known to me or has produced her license as identification and who
did (did not) take an oath; by

____, who is personally known to me or who
has produced _____ as identification and who
did (did not) take an oath; by _____, who is
personally known to me or who has produced _____
as identification and who did (did not) take an oath; by

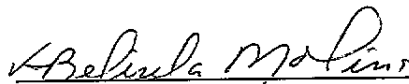
____, who is personally known to me or who
has produced _____ as identification and
who did (did not) take an oath.

Stephen N Rosenthal
Notary Public, State of Florida at Large

My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of LINDA'S MUFFLERS, INC., and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 5379 Northwest 7th Street, Miami, Florida.



Registered Agent
BELINDA MOLINA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 PM 4:15