

7/27/98

P98000066366

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:47 PM

((H98000013874 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

EFFECTIVE DATE
7-27-98

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SIR MUSCLE DIESEL, INC.

AUDIT NUMBER.....H98000013874

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:04:21

FILED

98 JUL 29 AM 10:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BM 7/29/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

EMPIRE

SUBJECT: SIR MUSCLES DIESEL, INC.
REF: W98000017099

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.

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

Neysa Culligan
Document Specialist

FAX Aud. #: E98000013874
Letter Number: 098A00039651

The preparer information in the lower left hand corner of the document must be printed in at least a 10 point font to assure legibility.

THE NAME OF THE CORPORATION ON THE CERTIFICATE PLACE IS NOT LEGIBLE.

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

Neysa Culligan
Document Specialist

FAX Aud. #: E98000013874
Letter Number: 098A00039651

498000013874

ARTICLES OF INCORPORATION OF
SIR MUSCLES DIESEL, INC.

EFFECTIVE DATE
7-27-98

I, Winston Murllock, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is Sir Muscles Diesel, Inc.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted is to repair diesel engines and any other business which is lawful in the State of Florida.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) and 00/100 Dollars.

PREPARED BY:

CHRISTY L. HERTZ, ESQ.
9130 South Dadeland Boulevard, Suite 1225
Miami, Florida 33156
(305) 670-1141
FLA. BAR NO. 986410

98 JUL 29 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

498000013874

+198000013874 ARTICLE VI

SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Winston Murdock	735 Northwest 7 th Street Road Miami, Florida 33136	100

ARTICLE VII

DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Winston Murdock, President Treasurer, Secretary	735 Northwest 7 th Street Road Miami, Florida 33136

ARTICLE IX

VOTING RIGHTS

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.

ARTICLE X

1198000013874

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 already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 614 Northwest 7th Street, Miami, Florida 33136, and the name of the initial Registered Agent of this corporation is Winston Murdock and his address is 735 Northwest 7th Street Road, Miami, Florida 33136.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

- A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.
- B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.
- C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books

1198000013874

498000013874

of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 27th day of July, 1998.



Winston Murdock
Address: 735 Northwest 7th Street Road
Miami, Florida 33136

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of July, 1998, by Winston Murdock, who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.

NOTARY PUBLIC:



CHRISTY L. HERTZ
COMMISSION # CG 467803
EXPIRES JUL 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

sign 

Christy L. Hertz
9130 South Dadeland Boulevard, Suite 1225
Miami, Florida 33156

My Commission Expires:

4 498000013874

H98000013874

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR 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 SIR MUSCLES DIESEL, INC.
: desiring to organize or qualify under the laws of the State of Florida with

its principal place of business in the State of Florida, have named Winston Murdock, located at 735 Northwest 7th
Street Road, Miami, Florida 33136, as its agent to accept service of process within Florida.

DATED this 27th day of July, 1998.

Signature: *Winston Murdock*
Winston Murdock

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 of my duties.

DATED this 27th day of July, 1998.

Signature: *Winston Murdock*
Winston Murdock, Registered Agent

H98000013874

FILED
98 JUL 29 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA