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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BISCAYNE GARBAGE, INC.

AUDIT NUMBER.....H98000014149

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

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JUL 31 1998

H98000014149 ARTICLES OF INCORPORATION
OF

BISCAYNE GARAGE, INC.

The undersigned subscriber to these Articles of Incorporation, a person competent to contract, hereby associate himself to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is:

BISCAYNE GARAGE, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts of accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To engage in and to own, operate, and run, conduct and manage a business engaged in reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out if any or all of the purposes.

(c) To act as a general contractor for the construction, repairing, and replacing of automotive and mechanical products, and the doing of any and all other business and contracting incidental

GEORGE S. GIOURGAS, ESQUIRE
1710 S.W. 27th Avenue
Miami, Florida 33145
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thereto, or connected therewith, and the doing and performing of any and all acts of things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(d) To own, lease, operate, and manage garages for motor vehicles; to manufacture, buy, sell, rent, store, prepare, and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment, and all other personal property of every kind and description.

(e) To render services in connection with storage of automobiles and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, electrical appliances, and equipment.

(f) To operate and conduct a service station in the State of Florida, and elsewhere, and for that purpose to buy, sell, and otherwise deal in automotive fuels and supplies, and/or any other kinds of merchandise that may be dealt with in connection with a service station business, and to operate and conduct a motor terminal business in connection with the service station or stations, and to engage in, or deal in, anything which might be deemed advantageous, beneficial, or desirable to this corporation.

(g) To establish or acquire, or acquire interests in or control of, by purchase, investment, affiliation, assumption of liabilities or otherwise, the types of businesses dealing with motor vehicles, and other automotive equipment; to finance or assist in financing the establishment, development, and operation thereof; and to supervise, oversee, and assist in the management and operation thereof.

(h) To conduct the business of a filling and service station, which business shall include the dealing in gasoline and other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all manner of accessories and appliances to be used on motor vehicles or every description, and other articles and items of interest useful to or desirable for patrons

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of such a filling station; the washing, polishing, and storing of motor vehicles; and such other business as is usual, proper, and necessary in such enterprise.

(i) To engage in the buying and selling, at wholesale and retail, of rubber automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

(j) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(k) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in or with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements, and enhancement in value thereof.

(l) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Florida upon, corporations formed

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under its Laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares Common Stock \$1.00 par Value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 2010 N.W. 1st Court, Miami, Florida 33127.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have (1) director initially. The number of directors may be increased from time to time on such manner as may be prescribed by the BY-LAWS, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or

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officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or by reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specially herein provided for.

No contract or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the director/directors of the corporation are pecuniarily or otherwise interested in, or are a director or officer 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 or the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have known to the Board of Director/Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote

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thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.- INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
JORGE VALDEZ, PRESIDENT	1965 N.E. 135 St., #308 Miami, Florida 33142
DOMINGO ARRECHEA SECRETARY	2050 Alamandra Drive Coral Gables, FL 33181

ARTICLE IX.- SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
DOMINGO ARRECHEA - 1000 Shares of Common Stock at \$1.00 Par Value	2050 Alamandra Drive Coral Gables, FL 33181

ARTICLE X.- REGISTERED AGENT AND OFFICE

The Street address of the corporation's initial registered office is: 1511 N.W. 30th Street, Miami, Florida 33142, and the corporation's initial registered agent is: LEONEL CARABALLO

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

IN WITNESS WHEREOF, the party of these Articles of Incorporation has hereunto set his hand and seal on this 27th day of March, 1998.



JORGE VALDEZ

STATE OF FLORIDA
SS:
COUNTY OF DADE

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I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and Count above to take acknowledgements, personally appeared **JORGE VALDEZ** to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State named above this 3rd day of March, 1998.

NOTARY PUBLIC STATE OF FLORIDA

OFFICIAL NOTARY SEAL
GEORGE SCOURGAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC402154
MY COMMISSION EXP. AUG. 22, 1998

My Commission Expires:

CERTIFICATION OF 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 BISCAYNE GARAGE, INC.
NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED **LEONEL CARABALLO** LOCATED AT 1511 N.W. 30th Street, Miami, Florida 33142, AS ITS AGENT TO SERVICE OR PROCESS FLORIDA.

SIGNATURE

Jorge Luis Valdes

DATE

3-9-98

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.

SIGNATURE

Leonel Caraballo

DATE

3-9-98

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