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TRANSMITTAL LETTER

June 17, 1998

Department of State  
Division of Corporation  
New Filing Section  
409 East Gaines Street  
Tallahassee, Fla. 32314  
Phone # (850) 487-6067

EFFECTIVE DATE  
8-26-98

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-08/28/98--01002--008  
\*\*\*\*122.50 \*\*\*\*122.50

ATT: Neysa Culligan

Subject: All Around Auto Center, Inc.

Enclosed please find an original and one copy of the articles of incorporation  
for the above corporation and a check in the amount of \$ 122.50 .

FOR

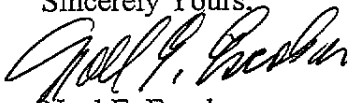
Noel E. Escobar  
ACCOUNTANT  
4420 SW 77<sup>th</sup> avenue  
Davie, Florida 33328

Phone # (954) 474-5425  
Fax # (954) 370-2146

FILED  
98 AUG 28 AM 7:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please fax me a copy of your screen, showing the document # date of filing, etc.

Sincerely Yours;



Noel E. Escobar  
Accountant

me 8/31/98

EFFECTIVE DATE  
8-26-98

FILED

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALL AROUND AUTO CENTER, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of the corporation is ALL AROUND AUTO CENTER, INC.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 26, 1998.

ARTICLE III

General Nature of Business

The object and purpose of this corporation is to engage in and to transact any or all lawful business for which corporations may be incorporated under the Laws of the State of Florida.

ARTICLE IV

Capital Stock

The authorized capital stock of this corporation shall be five hundred (500) shares of Common stock at par value of one (\$1.00) per share.

**ARTICLE V**

Principal Office

The principal place of business and mailing address of this Corporation shall be  
1919 Doctor Andres Way Bay # 1 Delray Beach, Florida 33445

**ARTICLE VI**

Initial Registered Agent and street address

The name and address of the registered agent is:

Mr. Luis F. Gonzalez at 7904 NW 67 avenue Tamarac, Florida 33321

**ARTICLE VII**

A Board of Directors will manage the Corporation and the name and post office address of the  
initial officers of the corporation is:

Mr. Luis F. Gonzalez at 7904 NW 67 avenue Tamarac, Florida 33321

He will act as President, and Treasurer

Mr. Robert Sarro at 1523 SW 68 way Pompano Beach, Fla. 33168

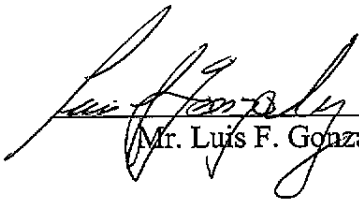
He will act as Vice President and Secretary

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. Luis F. Gonzalez at: 7904 NW 67 avenue Tamarac, Florida 33321

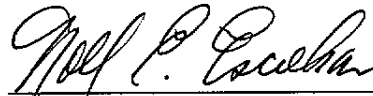
IN WITNESS HEREOF, the undersigned has executed these articles this 26th day of August 1998.

  
\_\_\_\_\_  
Mr. Luis F. Gonzalez

STATE OF FLORIDA  
COUNTY OF BROWARD

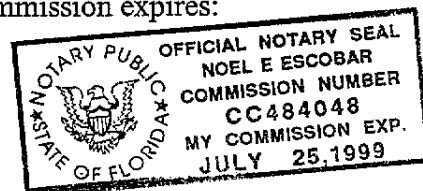
I HEREBY CERTIFY that before me, the undersigned authority, this date personally Appeared Mr. Luis F. Gonzalez and he is the person described in and who executed the foregoing Articles of Incorporation and he provided his Florida Drivers License # G-524-520-67-043-0, as evidence of his identification and further that he acknowledged such execution to be his free and voluntary act for the uses and purposes therein expressed.

Witness my hand and official seal at Ft. Lauderdale, Florida this 26-day August 1998.

  
\_\_\_\_\_  
NOEL E ESCOBAR-Notary Public

State of Florida at Large.

My Commission expires:

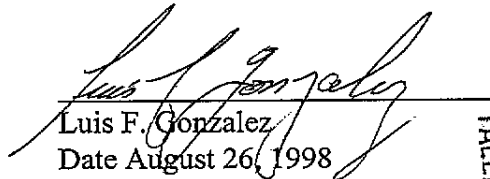


**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607-0501 and 617.0501, Florida Statutes, **ALL AROUND AUTO CENTER, INC.** Desiring to organize under the Laws of the State of Florida, hereby designated Mr. Luis F. Gonzalez an individual resident of the State of Florida, as Registered Agent for the purpose of accepting service of process within such a State and designates 7904 N.W. 67 avenue Tamarac, Florida 334321 as it's Registered office.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent and to accept service of process for the above named corporation, I hereby accept the appointment as registered agent and agree to act in this capacity in accordance with the provisions of Sections 607.0501 or 617.0501 Florida Statutes.

  
Luis F. Gonzalez  
Date August 26, 1998

**FILED**  
**98 AUG 28 AM 7:38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**