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Accounting Offices

BILL BENNETT FINANCIAL SERVICES

2523 SW. 177TH TERRACE
HOLLYWOOD, FLORIDA 33029
PHONE: (305)372-3700* Fax: (305)372-3700

December 11, 1998

TRANSMITAL LETTER

100002718761--5
-12/22/98--01039--005
*****78.75 *****78.75

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: G & F AUTO REPAIR INC.

ENCLOSED IS AN ORIGINAL OF THE ARTICLES OF INCORPORATION AND A CHECK FOR: \$78.75
FOR FILING FEE AND CERTIFICATE.

PLEASE REMIT CERTIFICATE TO OUR ADRESS SHOWN ABOVE.

FILED
98 DEC 22 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/28/98

ARTICLE OF INCORPORATION

OF

G & F AUTO REPAIR INC.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

G & F AUTO REPAIR INC.

ARTICLE II

NATURE OF BUSINESS:

- (a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in all the activities related to auto repairs and estimates.
- (b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate, to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.
- (c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer
- (d) or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(e) To conduct business in, have one or more offices in, the State of Florida and in all
(f) other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise
dispose of franchise, patents, copyrights, trademarks and licenses.

to conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes and
other evidence of indebtedness, and execute such mortgages, transfer of corporate
indebtedness as required.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise

(h) acquire or dispose of the shares of the capital stock, of or any bonds, security or other
evidence of indebtedness created by any other corporation of the State of Florida or any
other state or government, and while the owner of such stock, to exercise all the rights,
power, privileges of ownership, including the right to vote on such stock.

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

ARTICLE III

The total number of shares of capital stock, which may be issued by this corporation,
shall

be 1000 shares at \$1.00 par value each, all of which shall be common stock and shall be
fully paid and non-assessable. All such stock shall be payable in cash, property, labor or
service at a just valuation to be fixed by the Board of Directors at a meeting called for
that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than
One Thousand Dollars(\$1000.00).

ARTICLE V

The number of directors of this corporation shall not be less than one(1) or more than five (5).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
FRANK CRUZ	PRESIDENT	3392 NW 36 STREET MIAMI,FL 33142

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is;

FRANK CRUZ	3392 NW 36 STREET MIAMI, FL 33142	1000 Shares at \$1.00par
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ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 3392 NW 36 STREET ,Miami, Fl 33131 and the name of the initial registered agent of this corporation is FRANK CRUZ. The registered office and address and the above corporate office mailing address are one and the same as above.

ARTICLE X

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 holder of the outstanding common shares.

ARTICLE XI

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

ARTICLE XII

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

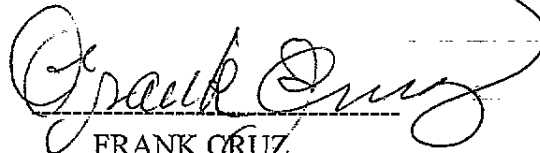
ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be aproved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

ARTICLE XIV

STOCKHOLDER AGREEMENT: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to filed
in the office of the Secretary of State, these Articles of Incorporation.


FRANK CRUZ

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Registered Agent

DATE:

12-10-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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