

P 99000006887

Director's Name  
Jesse Inguanta  
12441 S.W. 7th Street  
Davie, FL 33321  
City/State/Zip Phone #

200002746402--1  
-01/19/99--01091--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. S&M Pro Transmissions Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

P. Hall

JAN 25 1999  
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ARTICLES OF INCORPORATION  
OF  
J&M PRO TRANSMISSIONS INC,

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TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be  
J&M PRO TRANSMISSIONS INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 12441 S.W. 7th Street, Davie, FL 33321 and the name of the initial Registered Agent for the corporation at that address is Jesse Inguanta.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII      LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII      SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Jesse Inguanta - President

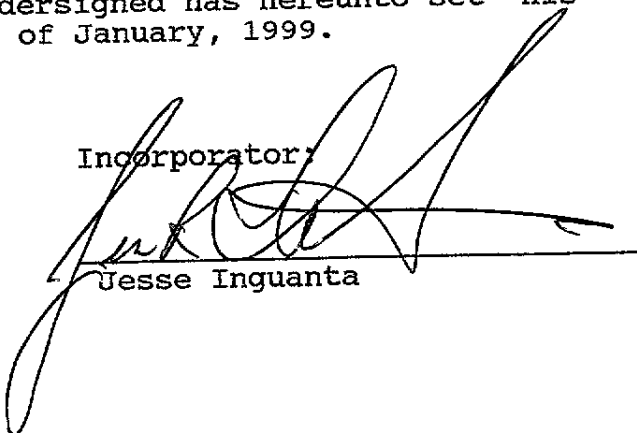
ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Jesse Inguanta  
12441 S.W. 7th Street  
Davie, FL 33321

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 17TH day of January, 1999.

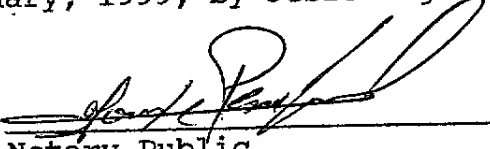
Incorporator:

  
Jesse Inguanta

STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was executed and acknowledged  
before me this 17TH day of January, 1999, by Jesse Inguanta.

(SEAL)

  
Notary Public

State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED  
99 JAN 19 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. J&M PRO TRANSMISSIONS INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 12441 S.W. 7th Street, Davie, Florida 33321, has named Jesse Inguanta, whose address is 12441 S.W. 7th Street, Davie, Florida 33321, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

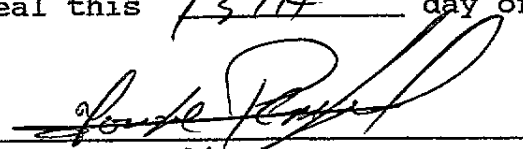
  
Jesse Inguanta

STATE OF Broward  
COUNTY OF Florida

BEFORE ME, the undersigned authority, this day personally appeared Jesse Inguanta, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 13TH day of  
January, 1999.

(SEAL)

  
Notary Public

State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

 JORGE PENAFIEL  
COMMISSION # CC 544754  
EXPIRES APR 09, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.