

ANTONIO R. PEREZ

ATTORNEY AT LAW

417 West Sugarland Highway • Clewiston, Florida 33440 • (941) 983-4000 • fax (941) 983-6814

P990000011212

January 26, 1999

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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12278.75
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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FILED

RE: Rubio's Auto Sales, Inc.

Gentlemen:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 52.50
TOTAL:	<u>\$122.50</u>

Thank you for your cooperation in this matter.

EFFECTIVE DATE
1-25-99

Sincerely,



Antonio R. Perez

ARP:me
Enclosures

ajc
2/1

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ARTICLES OF INCORPORATION

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OF

DIVISION OF CORPORATIONS
TALLAHASSEE

RUBIO'S AUTO SALES, INC.

EFFECTIVE DATE

1-25-99

Article I - Name

The name of this corporation is RUBIO'S AUTO SALES, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 417 W. Sugarland Highway, Clewiston, Florida 33440. The name of the initial registered agent of this corporation at that address is Antonio R. Perez, Esquire.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

Antonio R. Perez

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Antonio R. Perez
417 West Sugarland Highway
Clewiston, Florida 33440

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

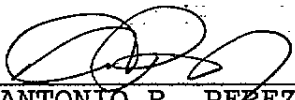
Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of January, 1999.



ANTONIO R. PEREZ
Subscriber

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: RUBIO'S AUTO SALES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Town of Clewiston, State of Florida, has named Antonio R. Perez Esq., located at 417 West Sugarland Highway, Clewiston, Florida 33440, as its agent to accept service of process within Florida.

RUBIO'S AUTO SALES, INC.

SIGNATURE: 

Antonio R. Perez

TITLE: Incorporator

DATE: January 25, 1999

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: 

Antonio R. Perez

DATE: January 25, 1999

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

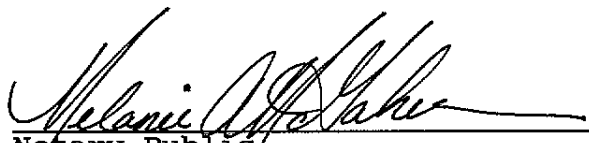
STATE OF FLORIDA)
) ss:
COUNTY OF HENDRY)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared ANTONIO R. PEREZ, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 25th day of January, 1999.



Melanie A McGahee
My Commission CC791552
Expires November 17, 2002



Notary Public
Commission No. CC791552
My commission expires 11-17-02