

TRANSMITTAL LETTER

P99000033311

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700002833927--6  
-04/08/99--01099--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: J. Joseph Auto Body Repair, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: Gueter Aurelien  
Name (Printed or typed)

1355 NW 113 Terrace  
Address

Miami, FL 33167  
City, State & Zip

(305) 576-7044  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -8 PM 6:16

NOTE: Please provide the original and one copy of the articles.

Certificate of Incorporation of:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**J. Joseph Auto Body Repair, Inc.**

99 APR -8 PM 6:16

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

Article I:

The name of this corporation shall be **J. Joseph Auto Body Repair, Inc.** it's principal place of business shall be in South Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

Article II:

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

Article III:

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

Article IV:

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

Article V:

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

Article VI:

The initial address of the principal office of the corporation shall be:

2121 NW 139 Street  
Miami, FL 33054

Article VII:

The number of Board of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5).

Article VIII:

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

Jacequelin Joseph	-President	131 NW 64 Street Miami, FL 33150
Nahomie Joseph	-Chairman of the Board	131 NW 64 Street Miami, FL 33150

Article IX:

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for it's indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

Article X:

Amendment and revisions, including alteration of any provision, of these Articles, and By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

Article XI:

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite their names:

<u>Name</u>	<u>Number of Shares</u>
Jacquelin Joseph	50
Nahomie Joseph	50

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless approved by the President of the corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

Article XII:

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written Notice.

Article XIII:

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

Article XIV:

#### **Right of Shareholder Dissent**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida general Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

Article XV:

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of the corporation, duly called as provided by law, except as provided for in Article XII.

Article XVI:

#### **Management of Corporation By Shareholders**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

Article XVII:

#### **Powers**

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

Article XVIII:

#### **Meeting By Conference Telephone**

Shareholders may participate in special meetings by means of conference telephone as provided.

Article XIX

**Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

Article XX:

**Identification**

The corporation shall identify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

Article XXI:

**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

Article XXII:


**Notice**

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

131 NW 64 Street  
Miami, FL 33150

Article XIII:

The Registered Agent of this corporation is Gueter Aurelien. I the above named Registered Agent hereunto set my hand and seal this 2nd day of February 1999. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for the said corporation.



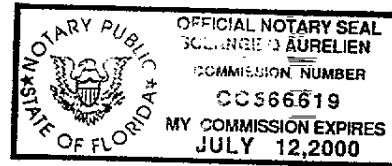
Registered Agent Address  
1355 NW 113 Terrace  
Miami, FL 33167

State of Florida  
County of Dade

Before me personally appeared Gueter Aurelien to  
me well known and known by me to be the same person who executed the above and  
foregoing instrument and acknowledged that she signed, sealed and delivered the same as  
her free act as setforth therein.

Witness and Official Seal This 5th Day of April 1999

Solange Aurelien  
Notary Public of Florida



## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be:

J. Joseph Auto Body Repair, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Business: 2121 NW 139 Street  
Miami, FL 33054

Mailing: 131 NW 64 Street  
Miami, FL 33150

### ARTICLE III SHARES

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

No more than 100 shares outstanding

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Gueter Aurelien  
1355 NW 113 Terrace  
Miami, FL 33167

### ARTICLE V INCORPORATOR

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

Jacquelin Joseph  
131 NW 64 Street  
Miami, FL 33150

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -8 PM 6:16

x Jacquelin Joseph  
Signature/Incorporator

03/30/99  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Gueter Aurelien  
Signature/Registered Agent

3/30/99  
Date