

P99000037628

FILED



THE UNITED STATES
CORPORATION
COMPANY

99 APR 26 PM 2:09

ACCOUNT NO. : 072100000032

REFERENCE : 217542 7127454

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 26, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 217542-005

CUSTOMER NO: 7127454

100002851681--2

-04/26/99--01081--012

*****78.75 *****78.75

CUSTOMER: Ms. Elsa Alvarez
LAW OFFICES OF ELSA ALVAREZ,
LAW OFFICES OF ELSA ALVAREZ,
Second Floor
4627 Ponce De Leon Boulevard
Coral Gables, FL 33146

DOMESTIC FILING

NAME: TOTAL PAINT & BODY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: PH

4/26/99

RECEIVED
99 APR 26 PM 12:12

ARTICLES OF INCORPORATION

OF

TOTAL PAINT & BODY, INC.

FILED
99 APR 26 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is TOTAL PAINT & BODY, INC.

ARTICLE II

This corporation is organized for the following purposes:

- A. To render services to the general public through its officers, employees and agents who are duly licensed or otherwise duly authorized to render such services within this state.
- B. To own real or personal property as may be necessary for the rendering of services.
- C. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment.
- D. To have one or more offices, conduct and carry on its business and operation and promote its objects within the State of Florida.
- E. To operate any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of \$1 par value per share.

ARTICLE IV

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 issuance of fractional shares) at a price which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The principal office of the corporation will be: 9890 S.W. 184th Street, Miami, Florida 33157.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be: 9890 Hammocks Boulevard, Unit 103, Miami, Florida 33196, and the name of the initial registered agent of this corporation at that address is LUIS A. CASTRO.

ARTICLE IX

The number of directors of the corporation will not be less than one.

ARTICLE X

The names and street addresses of the members of the first Board of Directors and officers:

Director: ELBA I. FONSECA, Director
12330 S.W. 195th Terrace
Miami, Florida 33177

Officers: ELBA I FONSECA, President
(Same address as above)

LUIS A. CASTRO, Vice-President
9890 Hammocks Boulevard, Unit 103
Miami, Florida 33196

RICARDO A. VELAZQUEZ, Vice-President
16950 S.W. 147th Court
Miami, Florida 33186

ARTICLE XI

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

ELBA I. FONSECA (see above for address)

ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum, is present and to be entitled to vote on such authorization or ratification.

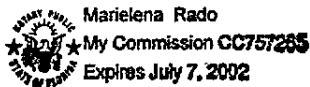
I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set my hand and seal, this 19th day of April, 1999.

Elba I. Fonseca (SEAL)
ELBA I. FONSECA

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared ELBA I. FONSECA the party to the foregoing Articles of Incorporation, who is personally known and who did take an Oath, and acknowledged the said Articles to be her free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Coral Gables, said county and State last aforesaid, this 19 day of April, 1999.

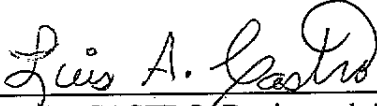


Marielena Rado
Notary Public, State of Florida

Marielena Rado
Stamped Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOTAL PAINT & BODY, INC. at: 9890 Hammocks Boulevard, Unit 103, Miami, Florida 33196, 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 all my duties.



LUIS A. CASTRO, Registered Agent

FILED
99 APR 26 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA