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ATTORNEYS AT LAW

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April 26, 1999

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-04/28/99-01090-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: AUTONETIX, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

*Lawrence G. Miceli*

Lawrence G. Miceli

LGM/PJ

Enc.

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DIVISION OF CORPORATIONS  
99 APR 28 PM 5:07

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SECRETARY OF CORPORATIONS  
99 APR 28 PM 5:08

## **ARTICLES OF INCORPORATION**

### **ARTICLE I**

#### **CORPORATE NAME**

The name of the Corporation shall be:

**AUTONETIX, INC.**

and the principal office of the Corporation shall be:

3990 NW 33rd Avenue  
Lauderdale Lakes, FL 33309

### **ARTICLE II**

#### **NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

### **ARTICLE III**

#### **CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
100	\$1.00	Common

#### ARTICLE IV

##### PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to 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 the price at which it is offered to others.

#### ARTICLE V

##### INITIAL REGISTERED AGENT

##### AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:	FEARON GRANT
INITIAL REGISTERED OFFICE:	3990 NW 33rd Avenue Lauderdale Lakes, FL 33309

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
FEARON GRANT	3990 NW 33rd Avenue Lauderdale Lakes, FL 33309

#### ARTICLE VII

##### INCORPORATOR

The name and address of each incorporator executing these Articles of

incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
FEARON GRANT	3990 NW 33rd Avenue Lauderdale Lakes, FL 33309

#### ARTICLE VIII

##### BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE IX

##### COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

#### ARTICLE X

##### INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

#### ARTICLE XI

##### AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these

Articles of Incorporation this 23 day of April, 1999.

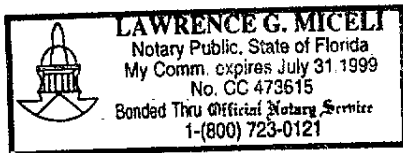
  
FEARON GRANT  
Incorporator

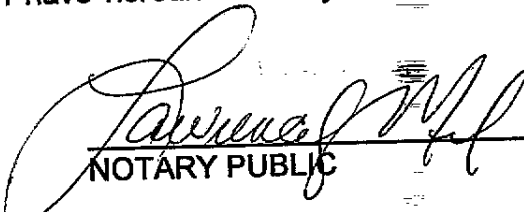
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STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared FEARON GRANT, known to me or who did produce fla D.L. as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 23 day of April, 1999.



  
NOTARY PUBLIC

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

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

THE AUTONETIX, INC., desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation in the city of Lauderdale Lakes, County of Broward, State of Florida, has named FEARON GRANT, located at 3990 NW 33rd Avenue, Lauderdale Lakes, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY:   
FEARON GRANT  
Resident Agent