

TRANSMITTAL LETTER

P99000072942

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

700002834957-1  
-07/19/99-01103-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: E & D Paint Shop, 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

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Yolanda Perez  
Name (Printed or Typed)  
2793 NW 15 Street  
Address  
Miami, Florida 33125  
City, State & Zip  
305 633-5046 or 305 633-7799  
Daytime Telephone Number

99 AUG 16 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

8/16/99 TS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 5, 1999

YOLANDA PEREZ  
2793 N.W. 15 ST.  
MIAMI, FL 33125

SUBJECT: E & D PAINT SHOP, INC.  
Ref. Number: W99000017248

We have received your document for E & D PAINT SHOP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 599A00038170

**ARTICLES OF INCORPORATION**

**OF**

E & D PAINT SHOP INC.

**ARTICLE I**

The name of this corporation shall be:

E & D PAINT SHOP INC.

**ARTICLE II**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares of \$1.00 par value each.

**ARTICLE IV**

The Shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the Stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

**ARTICLE V**

This corporation is to have perpetual existence.

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TALLAHASSEE, FLORIDA

**ARTICLE VI**

The principal office of this corporation shall be located at 2793 North West 15 Street, MIAMI, FL 33125 with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Bard of Directors.

**ARTICLE VII**

The initial registered office of this corporation shall be at 2793 North West 15 Street, MIAMI, FL 33125. The initial registered agents at such address shall be:

DEBORA GUTIERREZ

**ARTICLE VIII**

This corporation shall at all times have at least one and not more than five (5) Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

**ARTICLE IX**

The names and adress of the Members of the first Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

EFRAIN GUTIERREZ  
2793 NW 15 ST  
MIAMI, FL 33125

DEBORA GUTIERREZ  
2793 NW 15 ST  
MIAMI, FL 33125

Owner  
Treasury

Secretary  
President

**ARTICLE X**

The name and addresses of the subscribers are:

EFRAIN GUTIERREZ  
2793 NW 15 ST  
MIAMI, FL 33125

**ARTICLE XI**

The By-Laws of this corporation may be created, amended, change or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE XII**

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all cost and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Directors. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 14 day of July, 1999.

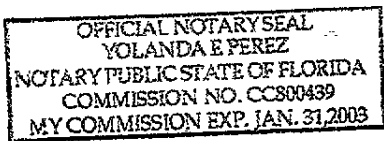
  
\_\_\_\_\_  
EFRAIN GUTIERREZ

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

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 1999, by EFRAIN GUTIERREZ, who is/are personally known to me or has/have produced Drivers Licenses as identification and who did take an oath.

My Commision expires:

  
\_\_\_\_\_  
YOLANDA E. PEREZ  
NOTARY PUBLIC-STATE OF FLORIDA  
COMMISSION NO.



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that E & D PAINT SHOP, INC  
(Name of Corporation )

desiring to organize under the laws of the State of Florida  
(Florida)


with its principal office, as indicated in the article of incorporation has  
named Debora Gutierrez  
( Name of Registered Agent )

located at 2793 NW 15 Street

City of Miami County of Miami-Dade  
(City ) ( County )

State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE:   
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 16 PM 4:05

FILED