

Corp I.D. #

70779

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is BARBOSA & SON AUTO REPAIR, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To carry on a general motor vehicle repair business, to sell and distribute motor vehicle parts and accessories, to maintain a service and repair department for all motor vehicles and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto. To lease, buy, hold and operate such equipment and other property, both real and personal, as it may consider necessary, convenient, expedient or useful for the successful conduct of its business.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares . . . 300

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

no par common

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Any Stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer to the Corporation through the other stockholder or stockholders in the following manner:

He shall notify the other stockholder or stockholders of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of the arbitrator. The other stockholder or stockholders shall thereafter, within thirty (30) days, either accept the offer or, by notice to him in writing, name a second arbitrator, and these two (2) shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting, appointed by the arbitrators a majority may act in the absence of such arbitrator. After acceptance of the offer or the report of the arbitrators as to the value of the stock, the other stockholder or stockholders shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) days the corporation shall not have exercised the right so to purchase, the owner of the stock shall be a liberty to dispose of the same in any manner he may see fit. No shares of stock shall be held or transferred on the books of the corporation until these provisions have been complied with, but the other stockholder or stockholders may in any instance waive the requirement.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

None

SEVENTH. The address of the initial registered office of the corporation is 317 Warren Avenue, East Providence, RI 02914 (add Zip Code) and the name of its initial registered agent at such address is: Gilbert T. Rocha, Esq., 534 Taunton Avenue, East Providence, RI 02914

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Edward S. Barbosa, President	15 Oakley Street, E. Prov., RI 02914
Denise M. Barbosa, Vice-President	15 Oakley Street, E. Prov., RI 02914
Edward S. Barbosa, Treasurer	15 Oakley Street, E. Prov., RI 02914
Denise M. Barbosa, Secretary	15 Oakley Street, E. Prov., RI 02914

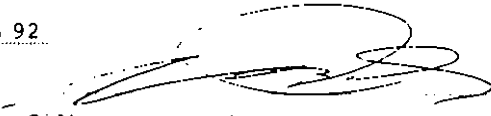
NINTH. The name and address of each incorporator is:

Name	Address
Gilbert T. Rocha, esq.	534 Taunton Avenue East Providence, RI 02914

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

January 1, 1993

Dated December 11, 1992


Gilbert T. Rocha, Esq.

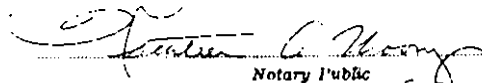
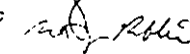
534 Taunton Avenue
East Providence, RI 02914

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the ~~Town~~ of East Providence

in said county this 11th day of December, A.D. 1992

then personally appeared before me Gilbert T. Rocha

party
~~each and all~~ known to me and known by me to be the ~~parties~~ executing the foregoing
instrument, and they severally acknowledged said instrument by ~~their~~ subscribed to be
~~their~~ free act and deed.


Notary Public
Kathleen A. Mooney 

95#9
92022

REC'D & FILED DEC 18 1992

DEC 15 2 51 PM '92

To Whom It May Concern:

I, Edward S. Barbosa, Secretary of Barbosa's Service Station, Inc., have no objection to the filing of the Articles of Incorporation for Barbosa & Son Auto Repair, Inc.

DATED: 12/16/92

Edward S. Barbosa
Edward S. Barbosa