

PD2000052779

TRANSMITTAL LETTER

FILED

02 MAY -9 PM 4: 12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: U.S.A.C.A.R - CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500005500005--8
-05/09/02--01036--011
*****78.75 *****78.75

Enclosed are 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: ODENIR ANTONIO MATTEVI
Name (Printed or typed)

7936 NW 25 ST
Address

MARGATE - FL - 33063
City, State & Zip

954.650.3939.
Daytime Telephone number

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

D. WHITE MAY 13 2002

5

ARTICLES OF INCORPORATION
OF
U.S.A C.A.R CORP.

FILED
02 MAY -9 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned to these articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 -NAME

The name of the corporation is U.S.A C.A.R CORP...(hereinafter,"Corporation")

ARTICLE 2- PURPOSE OF CORPORATION

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

ARTICLE 3-PRICIPAL OFFICE

The address of the principal office of this Corporation js 7636 NW 25 ST -MARGATE -FL 33063 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

ODENIR ANTONIO MATTEVI
7636 NW 25 ST
MARGATE FL 33063

ARTICLES 5- OFFICERS

President:ODENIR A MATTEVI
whose addresses shall be the same as the principal office of the Corporation.

ARTICLES 6- DIRECTOR(S)

The Director of the Corporation shall be :
ODENIR ANTONIO MATTEVI
whose addresses shall be the same as the principal office of the Corporation

ARTICLES 7-CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND FIVE HUNDRED (1,500) shares of common stock,each share having the par value of ONE DOLLAR (\$ 1,00).

- 7.2 all holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 all holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of Director may deem advisable in connection with such issuance.
- 7.5 The board of director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of class, whether now or hereafter authorized, for such consideration as Board of Director may deem advisable, subject to such restrictions or limitations, if any, as be set forth in the bylaws of the corporation.
- 7.6 The Board of Director of the corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions limitations as to dividends, qualifications, or term or conditions of redemption of the stock

ARTICLES 8-SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders Restrictive Agreement containing numerous restrictions on the rights of Shareholders of the Corporation and transferability of the shares of stock of the corporation copy of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restriction imposed by applicable law or these Articles of Incorporation

ARTICLE 10-TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12- BYLAWS

The Board of Director of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the Corporation, but the affirmative vote of a number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLES 13 INICIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of initial registered agent is:

ODENIR ANTONIO MATTEVI
7636 NW 25 ST
MARGATE FL 33063

ARTICLES 14-EFFECTIVE DATE

These Articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

06 MAY 2002

A handwritten signature in black ink, appearing to be "Odenir Antonio Mattevi", written over a horizontal line. The signature is stylized and somewhat abstract.

FILED

02 MAY -9 PM 4: 13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
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.

1. The name of the corporation is U. S. A. C. A. R CORP.

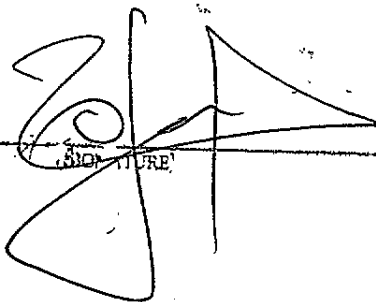
2. The name and address of the registered agent and office is:

ODEMAR ANTONIO MATTEVI
(NAME)

7936 NW 25 ST
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

MCGATE FL 33063
(CITY/STATE/ZIP)

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

05.06.02
(DATE)