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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.
USA-AUTO NETWORK, INC.

FILED
03 APR -4 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
USA-AUTO NETWORK, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be USA-AUTO NETWORK, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 21394 Marina Cove Circle, Suite H17, Aventura, FL 33180.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: PURPOSE OF CORPORATION

This Corporation may engage or transact in any or all lawful activities or business permitted under Laws of the United States, the State of Florida, or any other state, country, territory or nation.

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ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

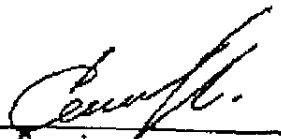
The name and address of the initial registered agent is Dmitry Seregin, 21394 Marina Cove Circle, Suite H17, Aventura, FL 33180.

ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS

The name and address of the Board of Directors to these Articles of Incorporation are:

(P/NP/D)
Dmitry Seregin
21394 Marina Cove Circle, Suite H17
Aventura, FL 33180

The undersigned officer has executed these Articles of Incorporation this 4th day of April, 2003.


Dmitry Seregin

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is USA-AUTO NETWORK, INC.
2. The name and address of the registered agent and office is:

Dmitry Seregin
21394 Marina Cove Circle, Suite H17
Aventura, FL 33180

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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.



Dmitry Seregin

04.04.03
April 4, 2003