



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1995

LAZARUS

TALLAHASSEE, FL

SUBJECT: MAGIC AUTO SALES INC.
Ref. Number: W95000011790

We have received your document for MAGIC AUTO SALES INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

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Nancy Hendricks
Corporate Specialist

Letter Number: 995A00028483

ARTICLES OF INCORPORATION
OF
SÃO PAULO AUTO SALES CORP.

95 JUL 19 2 03 PM '00
SECRETARY OF STATE
TREASURY DEPARTMENT
WASHINGTON, D.C.

ARTICLE I-NAME

The name of this corporation is SÃO PAULO AUTO SALES CORP.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 500 shares of one dollar par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation 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 is offered to others.

ARTICLE VII-INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 8215 SW 152 AVE #116 MIAMI FL 33193

The name of the initial registered agent of this corporation at that address is: FRANCISCO A. DA SILVA.

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.

Date: 01-06-95

Francisco A. Da Silva Registered Agent

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have I directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President	FRANCISCO A. DA SILVA
Vice-President	NAGIB ELIAS
Treasurer	
Secretary	JENNY PERCEVALE.

ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

FRANCISCO A. DA SILVA	8215 SW 152 Ave. Miami Fl. 33193
JENNY PERCEVALE	8215 SW 152 Ave. Miami Fl. 33193
NAGIB ELIAS	8215 SW 152 Ave. Miami Fl. 33193

ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

FRANCISCO A DA SILVA	250	SHARES
NAGIB ELIAS	125	SHARES
JENNY PERCEVALE	125	SHARES
	SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and nay right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 01 day of

JUNE, 1995

FRANCISCO A DA SILVA

NAGIB ELIAS

JENNY PERCEVALE

Francisco A. da Silva
Nagib Elias
Jenny Percevale

NOTARY CERTIFICATE

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared FRANCISCO A. DA SILVA, to me known to be the persons described in and who executed the attached **ARTICLES OF INCORPORATION** and that he/she/they acknowledged before me that he/she/they executed the same. I relied upon the following forms of identification of the above named person(s): **Known Personally** and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 01 day of JUN, 1995

(Seal)

My Commission Expires:

OFFICIAL NOTARY SEAL
JOSE MANUEL ARENAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC319422
MY COMMISSION EXP. OCT. 24, 1997

Jose M. Arenas
Notary Signature

JOSE M. ARENAS
Printed Notary Signature