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7/28/95

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRO ENTERPRISES, INC.
FAX AUDIT NUMBER: H95000008322
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ARTICLES OF INCORPORATION
OF
PRO ENTERPRISES, INC.

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ARTICLE I - NAME

The name of this Corporation is PRO ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on July 25th, 1995.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and of the State of Florida, but specifically in the sale of automobiles.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is Armando A. Brana, Esquire, 3971 S.W. 8th Street, Suite #206, Coral Gables, Florida 33134. The Office of this Corporation is 2790 West 60th Street, Apartment #4, Hialeah, Florida 33016, and is also the principal office.

ARMANDO A. BRANA, ESQ.
FL. BAR NO. 861235
3971 SW 8 St. #206
CORAL GABLES, FL 33134
(305) 461.4800

EFFECTIVE DATE

7-25-1995

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have (1) Director initially. The numbers of Directors may be increased by the By-Laws or diminished from time to time, but never to be less than one (1). The names and addresses of the Initial Directors of this Corporation are:

NAME	ADDRESS
(1) Osvaldo Hernandez	2790 West 60th Street Apartment #4 Hialeah, Florida 33016

ARTICLE VII - BY LAWS

The BY-LAWS of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Directors, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is Osvaldo Hernandez the incorporator's address is 2790 West 60th Street, Apartment #4, Hialeah, Florida 33016, this will also be the corporation's principal address and mailing address.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in

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accordance with the provisions of the State of Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of July, 1995.

Oswaldo Hernandez
OSVALDO HERNANDEZ

ACCEPTANCE BY REGISTERED AGENT OF CORPORATION

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 25 day of July, 1995.

Armando A. Brana Esquire
ARMANDO A. BRANA ESQUIRE
(REGISTERED AGENT)

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, Notary Public authorized in the State and County set forth above, personally appeared Oswaldo Hernandez as Incorporator and Armando A. Brana, Esquire, as registered agent known to me and to be the persons who as Incorporator and registered agent executed the foregoing Articles of Incorporation of PRO ENTERPRISES, INC., and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of July, 1995.

Yamil M Valencia
Notary Public, State of
Florida at Large
My Commission Expires:

OFFICIAL NOTARY SEAL
YAMIL M VALENCIA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC43309
MY COMMISSION EXT. APR. 16, 1999

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