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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: PALMETTO AUTO SALES CORP.

AUDIT NUMBER.....H98000004202

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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FILED
98 MAR -3 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. CHESSER MAR 4 1998

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ARTICLES OF INCORPORATION
OF
PALMETTO AUTO SALES CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this Corporation is PALMETTO AUTO SALES CORPORATION.

ARTICLE II- DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation:
Marben Pichardo, 9066 NW 192 Terr., Miami, Florida 33018
The Principal Place of Business of the Corporation shall be:
9695 NW 79th Ave., Hialeah Gardens, Florida.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director are:

NAME
Marben Pichardo-50%
President

ADDRESS
9066 NW 192 Terr
Miami, FL 33018

Norberto Bencosme-50%
Vice-President

9066 NW 192 Terr.
Miami, Florida 33018

Eduardo Pichardo
Officer

9066 NW 192 Terr
Miami, Florida 33018

PREPARED BY:
Rafael R. Martinez
Dentur Enterprises Accounting Services, Inc.
1550 West 84th Street, Suite 77 Hialeah, Florida 33014
Ph. (305)558-4947 Fax:(305)821-9794

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ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, 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/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ARTICLE X- INCORPORATOR

The persons signing these articles is MARBEN PICHARDO and NORBERTO BENCOSME.


ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20 days of February of 1998.



Marben Pichardo
President



Norberto Bencosme
Vice-President



Eduardo Pichardo
Officer

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

Pursuant to the provisions of section 607.050, 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.

First that PALMETTO AUTO SALES CORPORATION, desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation has named MARBEN PICHARDO, located at County of Miami Dade, State of Florida, as its agent to accept service of process within this state.

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



MARBEN PICHARDO
Agent

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