

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000 20985

Salvage Masters, Inc.

Art of Inc. File 900002447679-9
03/05/98 01014-015
 LTD Partnership File ****122.50 ****122.50
 Foreign Corp. File _____
 L.C. File _____
 Fictitious Name File _____
 Trade/Service Mark _____
 Merger File _____
 Art. of Amend. File _____
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
 Cert. Copy _____
 Photo Copy _____
 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
 Driving Record _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 Courier _____

FILED
98 MAR -5 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR -5 AM 10:05
DIVISION OF CORPORATION

QN 3-5-98

Signature _____

Requested by: DN

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Name _____

Date _____

Time _____

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Will Pick Up _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SALVAGE MASTERS, 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 this corporation shall be Salvage Masters, Inc.

ARTICLE II: TERM OF EXISTENCE

This corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be or 11337 N.W. 7th Avenue, Miami, Florida 33168 or such other location as may be authorized by the Board of Directors.

ARTICLE IV: PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V: CAPITAL STOCK

This corporation is authorized to issue per value common stock as described below, and none other:

Maximum Number of Shares	500
Par Value Per Share	\$1.00

The authorization shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at a lawful meeting of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI: PREEMPTIVE RIGHTS

The corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusions in the By-Laws.

ARTICLE VII: INCORPORATOR

The name and address of the incorporators of these Articles of Incorporation and the number of shares of stock and value thereof with each agree shall be issued is:

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Shares of Stock</u>
Alberto Fadul	President/Secretary	11337 N.W. 7 th Ave Miami, FL 33168	250
Elias Houllou	Vice-President/Treasurer	11337 N.W. 7 th Ave Miami, FL 33168	250

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Alberto Fadul, 11337 N.W. 7th Avenue, Miami, FL 33168 and Elias Houllou, 11337 N.W. 7th Avenue, Miami, FL 33168.

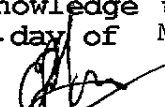
ARTICLE IX: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Joel DeFabio, 2121 Ponce de Leon Blvd., Suite #430, Coral Gables, Florida 33134.

ARTICLE X:

The corporation reserves the right to amend, alter, change or appeal any provision contained in this Article of Incorporation in the manner now or there after prescribed by statute, and all rights conferred upon holders of stock herein are granted subject to this provision.

IN WITNESS THEREOF, we, the undersigned, have made and hereby subscribed to this Article of Incorporation and do hereby acknowledge this for said uses and purposes for said, all on this 3rd day of March 1998.


ELIAS HOULLOU


ALBERTO FADUL

Alberto Fadul
ALBERTO FADUL

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

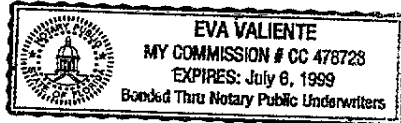
Sworn to and subscribed before me this 3rd day of March 1998 by Alberto Fadul.

Signature: Eva Valiente

Print: Eva Valiente
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

- Personally known
- Produced Identification



Type of Identification Produced F340-000-51-134-0

Elias Houllou

ELIAS HOULLOU

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

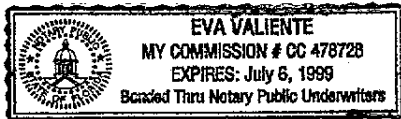
Sworn to and subscribed before me this 3rd day of March 1998 by Elias Houllou

Signature: Eva Valiente

Print: EVA VALIENTE
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

- Personally known
- Produced Identification



Type of Identification Produced H400-200-45-307-0

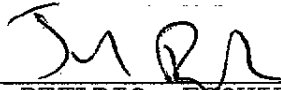
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 Salvage Maters, Inc.
2. The name and address of the registered agent and office is Joel DeFabio, 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida 33134.

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 AD 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 NY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JOEL DEFABIO, ESQUIRE

Dated: 3/4/98

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98 MAR -5 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA