

CERTIFICATE OF INCORPORATION

OF

TOLEDO AUTOMOTIVE, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the Corporation) is :

TOLEDO AUTOMOTIVE, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to make and perform contracts of any kind and description, and

attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into ONE THOUSAND SHARES (1,000) shares of stock of the par value of FIVE DOLLARS (\$ 5.00) per share, all of one class, namely , Common Stock. and having an aggregate par value of FIVE THOUSAND DOLLARS (\$ 5,000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than \$ 500.00 -----
(FIVE HUNDRED DOLLARS ----00/XX)

ARTICLE V

The principal place of business of the Corporation shall be at 7921 West 26th. Avenue
Hialeah, Florida 33016
with the privileges of having branches offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office address of the First Board of Directors and Officers of the Corporation, who shall hold office for the first year or until their successors are chosen shall be:

Enrique Toledo D/PT
7921 W. 26 Ave.
Hialeah, FL 33016

Raul E. Evora D/VP/S
9410 W. Flagler St. # 305
Miami, FL. 33172

ARTICLE VIII

The number of directors of the Corporation shall be at least ONE, but no more than FIVE

ARTICLE IX

The name and post office address of the subscribers and the number of shares of stock that THEY takes are:

Enrique Toledo	50 Shares
7921 W. 26 Avenue	
Hialeah, FL 33016	

Raul E. Evora	50 Shares
9410 W. Flagler St. # 305	
Miami, FL 33172	

all of the proceeds of which will amount to at least:

\$ 500.00 (FIVE HUNDRED DOLLARS)

IN WITNESS WHEREOF, I have hereunto set my hands and
seals, and acknowledge to be filled in the office of
the Secretary of State the foregoing Certificate of
Incorporation, this 29th. day August of 1995

X Enrique Toledo SEAL
ENRIQUE TOLEDO

X Raul E. Evora SEAL
RAUL E. EVORA

SEAL

SEAL

COUNTY OF DADE
S S
STATE OF FLORIDA

BEFORE ME, The undersigned authority, duly
authorized to administer oaths and take acknowledgments,
personally appeared ENRIQUE TOLEDO and -----
RAUL E. EVORA -----

and THEY acknowledged before me that THEY signed the fore-
going Certificate of Incorporation for the purpose therein
estimated.

WITNESS by my hand and official seal at the city of
Miami, County of Dade, State of Florida this 29th day
of AUGUST, 1995

OFFICIAL NOTARY SEAL
JOSE A. PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC-453437
MY COMMISSION EXP. APR. 17, 1999

Jose A. Perez
NOTARY PUBLIC
State of Florida at Large

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

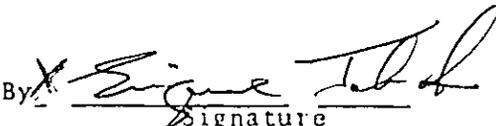
FILED
SEP 11 AM 8:15
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TOLEDO AUTOMOTIVE, INC
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of MIAMI County
(City)
of DADE, State of FLORIDA
(County) (State)
has named ENRIQUE TOLEDO
(Name of Resident Agent)
located at 7945 Indigo Street
(Street address and number of building,
Post Office Box address not acceptable)
City of Miramar, County of Broward 33023
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By: 
signature
(resident agent)
Enrique Toledo

P95000070713

TOLEDO AUTOMOTIVE, INC.

October 19, 1995

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Brenda Baker
New Filing Section

REF: TOLEDO AUTOMOTIVE, INC
DOCUMENT No. P-95000070713

This is to notify you that the above named corporation
has changed its mailing address to:

6317 S.W. 11th. Street
Miami, Florida 33144

Very truly yours,


Enrique Toledo
President

OCT 25 1995 BSB

Updated New Address

P95000070713

June 18, 1996

500001866245
-06/19/96--01011--008
****215.00 ****215.00

REPLACEMENT FEE 1996

ANNUAL REPORT: TOLEDO AUTOMOTIVE,
INC.

DEBIT MEMO: # 7796-Q

CHECK #: 1072