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CONTACT: CINDY WILKINSON
PHONE: (954)491-1120

ACCT#: 076064003722

FAX #: (954)771-9264

NAME: CARIBBEAN AUTOWORKS, INC.

AUDIT NUMBER.....897000002820

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

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PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1997

GREENSPOON MARDER HIRSCHFIELD

SUBJECT: CARIBBEAN AUTOWORKS, INC.
REF: W97000003912

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AUDIT NUMBER: H97000002820

ARTICLES OF INCORPORATION
OF
CARIBBEAN AUTOWORKS, INC.

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SECRETARY OF STATE
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The undersigned incorporator does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation under Florida Statutes Chapter 607 known as the Florida Business Corporation Act , and as subsequently may be amended.

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be Caribbean Autoworks, Inc. and its initial address shall be 6610 Pembroke Rd., Pembroke Pines, Florida, 33023.

ARTICLE II

Commencement and Length of Corporation

The corporation shall commence its corporate existence at the time of filing of the Articles of Incorporation with the Secretary of State and shall be perpetual.

ARTHUR C. NEIWIRTH, ESQ.
100 WEST CYPRESS CREEK RD., STE. 700
FT. LAUDERDALE, FL 33309
(954) 491-1120
FLA. BAR #289061

AUDIT NUMBER: H97000002820

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ARTICLE III

Purpose of Corporation

The corporation shall primarily be engaged in any lawful purpose in which corporations may engage under Florida Statutes Chapter 607 (1990) and as subsequently may be amended.

ARTICLE IV

Authorized Number of Shares

The corporation is authorized to issue a total of five hundred (500) shares of common stock with a \$1.00 par value per share and the consideration for a minimum of 100 shares must be received by the corporation in order to commence business.

ARTICLE V

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Arthur C. Nelwirth, Esq., 100 West Cypress Creek Rd., Suite 700, Ft. Lauderdale, FL. 33309, and the initial registered agent of this corporation at that address is Arthur C. Nelwirth, Esq.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one director nor more than five directors.

ARTICLE VII

Initial Board of Directors

Two directors shall constitute the initial Board of Directors;
and the names and addresses of the initial members of the Board of
Directors are:

Donohue Rose

6610 Pembroke Rd.,
Pembroke Pines, FL. 33023

ARTICLE VIII

Name and Address of Incorporator

The name and street address of the person signing these
Articles of Incorporation is: Donohue Rose, 6610 Pembroke Rd.,
Pembroke Pines, FL. 33023.

ARTICLE IX

Powers

This corporation shall have all the powers to transact
business granted under Chapter 607 (1990) of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and
seal this 17 day of February, 1997.


Donohue Rose

The undersigned, named as the registered agent in Article VIII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida General Corporation Act, specifically Florida Statutes Section 607.0501 .


Arthur C. Newirth

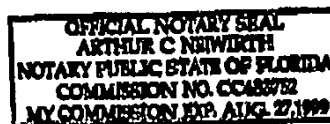
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, an officer duly authorized to take acknowledgments in the State and county named above, personally appeared Donohue Rose, to me known to be the person described as incorporator in, and who executed, the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes stated therein.

Witness my hand and official seal in the county and state named above this 17th day of February, 1997.


Notary Public
State of Florida at Large

My commission expires:



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TALLAHASSEE, FLORIDA