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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ADONI AUTO SALES, INC.
AUDIT NUMBER.....H97000004743
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION OF ADONI AUTO SALES, INC.

The undersigned subscriber to these Articles of Incorporation of ADONI AUTO SALES, INC., a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

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ARTICLE I - NAME

The name of this Corporation is ADONI AUTO SALES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.

b. To engage in the business of automobile dealership.

c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and to exercise all the powers specified under the Florida General Corporation Act.

b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.

c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

PREPARED BY: Drew S. Sheridan
Attorney at Law
6401 SW 87 Ave. Suite 114
Miami, Fl 33173
305-596-3368
FBN. 240631

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e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of ten ($.10) cents.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

These Articles Prepared by:
Drew S. Sheridan
Attorney at Law
6401 S.W. 87th Avenue Suite 114
Miami, Florida 33173
Florida Bar No. 240831
Tel. (305) 596-3368

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Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 13530 S.W. 38th Street Miami, Florida 33175.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

Section 7.01. Registered Office. The address of the initial registered office of the Corporation is 13530 S.W. 38th Street Miami, Florida 33175.

Section 7.02. Registered Agent. Pursuant to §48.091 of the Florida Statutes, ADONI AUTO SALES, INC. has named MARLEEN T. GONZALEZ as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ARTICLE VIII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

(a) Merger or consolidation of the Corporation.
(b) Reduction or increase of the stated capital of the corporation.
(c) Sale of a major portion of the property or assets of the Corporation.
(d) Dissolution or liquidation of the Corporation.

ARTICLE IX - DIRECTORS

This Corporation shall have two (2) directors initially:

MARLEEN T. GONZALEZ of 13530 S.W. 38th Street Miami, Florida 33175
ESTELA C. GONZALEZ of 13530 S.W. 38th Street Miami, Florida 33175

These Articles Prepared by:
Drew S. Sheridan
Attorney at Law
6401 S.W. 87th Avenue Suite 114
Miami, Florida 33173
Florida Bar No. 240831
Tel. (305) 598-3368

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The persons named as initial directors shall hold office for the first year of existence of this Corporation or until such persons's successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE X - OFFICERS

The initial officers of this Corporation shall be as follows:

President:
MARLEEN T. GONZALEZ of 13530 S.W. 38th Street Miami, Florida 33175

Secretary/Treasurer/Vice-President:
ESTELA C. GONZALEZ of 13530 S.W. 38th Street Miami, Florida 33175

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MARLEEN T. GONZALEZ of 13530 S.W. 38th Street Miami, Florida 33175

ARTICLE XII - INITIAL SHAREHOLDERS

The initial shareholders of the corporation and their respective shareholdings shall be as follows:

	shares issued
MARLEEN T. GONZALEZ	100
ESTELA C. GONZALEZ	100

ARTICLE XIII - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

These Articles Prepared by:
Drew S. Sheridan
Attorney at Law
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Miami, Florida 33173
Florida Bar No. 240831
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ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19th day of March 1997.

INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared MARLEEN T. GONZALEZ the Incorporator herein, who has produced Florida Driver's License No. G524-558-63-911-0 a identification, and who, executed the foregoing Articles of Incorporation and took an oath and states that the contents of the foregoing Articles of Incorporation are true and correct and that it is filed for the purposes therein expressed this March 19, 1997.

NOTARY PUBLIC

my commission expires:

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These Articles Prepared by:
Drew S. Sheridan
Attorney at Law
6401 S.W. 87th Avenue Suite 114
Miami, Florida 33173

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 of the Florida Statutes, ADONI AUTO SALES, INC., organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent of this Corporation, in the State of Florida.

1. The name of the corporation is ADONI AUTO SALES, INC.

2. The name and address of the registered agent and office of the Corporation is MARLEEN T. GONZALEZ of 13530 S.W. 38th Street Miami, Florida 33175

Signature: Marleen T. Gonzalez (SEAL)
MARLEEN T. GONZALEZ, President

Date: March 19, 1997

ACKNOWLEDGMENT: Having been named as registered agent and to accept service of process for this Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the duties, responsibilities and obligations of my position as registered agent of the corporation.

Signature: Marleen T. Gonzalez (SEAL)
MARLEEN T. GONZALEZ, Registered Agent

Date: March 19, 1997

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TALLAHASSEE, FLORIDA

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