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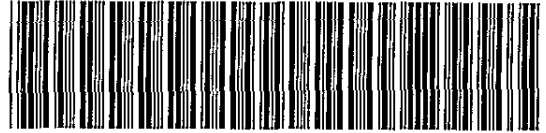
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Stacy Crum GAVE
AUTHORIZATION BY PHONE TO
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DATE 1/7/03
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STATE OF MISSISSIPPI

CORPCO[®]

CORPORATIONS & COMPANIES, INC.
Incorporation Specialists

**Fouk & Wilson Professional Centre
Suite 201**

**910 Fouk Road
Wilmington, Delaware 19803
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(302) 652-6760**

(800) 318-7407

20 December 2002

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**RE: CERTIFICATE OF FORMATION FOR
JAPAN MOTOR TRADE HOLDING LLC**

To Whom It May Concern:

Please find enclosed the Certificate of Formation (in duplicate) for the above referenced filing, along with our check in the amount of **\$125.00** to cover the fees for filing, **\$30.00 for a certified copy**, and **\$10.00 for an apostille** for the Czech Republic. Please file these Articles of Incorporation and return the file-stamped copy to us in the attached pre-filled, postage paid envelope.

If you have any questions concerning this request, please do not hesitate to contact me. Thank you in advance for cooperation and assistance.

Very truly yours,


Stacey Crum

:csb
Enclosures

ARTICLES OF ORGANIZATION

OF

JAPAN MOTOR TRADE HOLDING LLC

These Articles of Organization are being executed as of the 20th day of December, 2002, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act.

The undersigned, being duly authorized to execute and file these Articles, hereby certifies as follows:

ARTICLE - Name:

The name of the Limited Liability Company is: **JAPAN MOTOR TRADE HOLDING LLC.**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is Suite 201, Foulk Road, Wilmington, Delaware 19803.

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ARTICLE III -

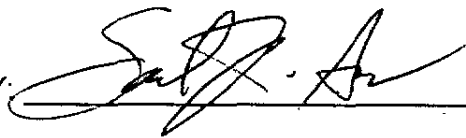
Registered Agent, Registered Office & Registered Agent's Signature:

The name and street address of the Florida registered agent are:

The name and address of the initial registered agent is: Ard, Shirley, & Hartman, P.A., 207 W. Park Ave., Ste. B, Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent as provided for in Chapter 608, F.S.

BY:



Registered Agent

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TALLAHASSEE FLORIDA

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The Operating Manager shall be:

Lysenko Denys, Volynska Street 8, apt. 31, Kiev, Ukraine

ARTICLE V - Member:

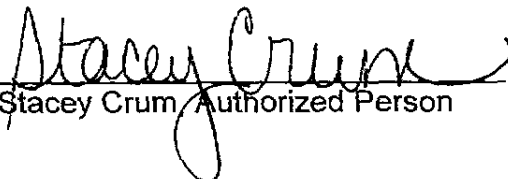
The name and address of the initial members of the Limited Liability Company will be:

Fagot Management Limited, 306 Victoria House, Victoria, Mahe, Seychelles.

ARTICLE VI

The initial members of this Limited Liability Company have the authorization to lend money to, to borrow money from, act as a surety, guarantor or endorser for, guarantee or assume one or more obligations of, provide collateral for, and transact other business.

IN WITNESS WHEREOF, I, Stacey Crum, being fully authorized to execute and file this document, do make these Articles of Organization, acknowledging under the penalties of perjury, hereby declaring and certifying that this Instrument is my act and deed and the facts herein are true, pursuant to and in accordance with Section 608.408(3) of the Florida Statutes, and accordingly, I have hereunto set my hand the day and year first above written.


Stacey Crum, Authorized Person

SWORN TO AND SUBSCRIBED
before me this 20th day of December, 2002.
