20007711 OFFIC! RUS CORPORATE FILING SERVICE, (Requestor's Name) 3320 S.W. 87th AVENUE (Address) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 2. (Corporation Name) (Document #) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Will wait Certificate of Status Mail out Photocopy **AMENDMENTS NEW FILINGS** Profit Amendment Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Other Merger OTHER FILNGS REGISTRATION/ QUALIEICATION Annual Report Foreign *****78.75 *****78.75 Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PONI AUTOMOTIVE, INC.

THE UNDERSIGNED acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME.

The name of the corporation is PONI AUTOMOTIVE, INC.

ARTICLE II. PURPOSE..

The specific purpose and nature of the business of this corporation is the operation of a lawful business for profit.

ARTICLE III. DURATION.

The period of duration for this corporation is perpetual.

ARTICLE IV. CAPITAL STOCK.

The aggregate number of shares which the corporation is authorized to issue is One Thousand. Such shares shall be of a single class and shall have a par value of ten dollars per share.

ARTICLE V. PREEMPTIVE RIGHTS.

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL PRINCIPAL OFFICE AND AGENT.

The initial street address of the initial principal office of the corporation is:

16901 S. DIXIE HWY., MIAMI, FL. 33157
The name of the initial registered agent at said

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

address is: NICOLAS MENDIZABEL

The number of directors of this corporation shall be __TWO. The number of directors may be either increased or decreased or diminished from time to time by the bylaws but never be less than one. The names and addresses of the initial directors (s) of this corporation is/are: ELOY GARCIA, SR. VICE-PRES.
NICOLAS MENDIZABEL PRES., SEC'Y-TREAS.
16901 S. DIXIE HWY., MIAMI, FL. 33157

IN PURSUANCE of Chapter 48.091, Florida Statues, this following is submitted, in compliance with said Act:

FIRST:

desiring to organize under the laws of the State of Florida with it's principal office, as indicated in the Articles of Incorporation, in the following location: 16901 S. DIXIE HWY., MIAMI, FL. 33157 has named the following individual at the below address as its agent to accept service of process with this State: NICOLAS MENDIZABEL 16901 S. DIXIE HWY., MIAMI, FL. 33157

ACKNOWLEDGMENT; (Must be by Designated Agent)

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

REGISTERED AGENT

INDIVIDUAL(S):

NICOLAS MENDIZABEL

Said individual(s) is/are known to me to be the person(s) who executed the foregoing Articles of Incorporation and they acknowledged before me that the foregoing Articles of Incorporation were in fact executed by the above person(s).

ARTICLE VIII. INCORPORATORS.

The name and address(es) of the incorporator(s) signing these articles and forming this corporation is/are:
NICOLAS MENDIZABEL 16901 S. DIXIE HWY., MIAMI, FL. 33157

IN WITNESS WHEREOF, the undersigned subscriber(s)
has/have subscribed and executed these Articles of
Incorporation this 3 day of JANUARY, , 2000

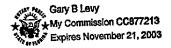
STATE OF FLORIDA: COUNTY OF DADE:

BEFORE ME, a notary public authorized to take oaths and acknowledges in this State and County Appeared the following:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITH THIS STATE, AND NAME OF AGENT UPON WHOM SUCH PROCESS MAY BE SERVED

> NOTARY PUBLIC STATE OF FLORIDA COUNTY OF DADE

MY COMMISSION EXPIRES:



00 JAN -4 PH 12: 29
SECRETARY OF STATE