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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

UNION AUTO SALES TRADE IN CENTER INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
UNION AUTO SALES TRADE IN CENTER INC.

ARTICLE I NAME

The name of this Corporation is UNION AUTO SALES TRADE IN CENTER INC.

ARTICLE II DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States of Florida.-

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED) 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"
The Common Shares shall distribute between the owners is that way:
Carlos Arturo Fiallos 45% ; Armando Young 25% ; Pablo Gerardo Zelaya 25% and
Gustavo A Mendoza 5%.-

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is PABLO GERARDO ZELAYA, 17036 S W 144 COURT, MIAMI, FL 33177. The principal place of business of the Corporation shall be 17036 S W 144 COURT, MIAMI, FL 33177.-

PREPARED BY:
MARGIE CARABALLO
CARZA CORP.
15 S KROME AVE
HOMESTEAD FL 33030
PH (305)248-7878
FAX (305)245-8227

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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than four (4). The names and address of the initial are:

NAME	ADDRESS
CARLOS ARTURO FIALLOS	17036 S W 144 COURT MIAMI FL 33177
ARMANDO YOUNG	17036 S W 144 COURT MIAMI FL 33177
PABLO GERARDO ZELAYA	17036 S W 144 COURT MIAMI FL 33177
GUSTAVO A MENDOZA	17036 S W 144 COURT MIAMI FL 33177

ARTICLES VII LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLES VIII INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX PREEMPTIVE RIGHTS

Every Stockholder, upon the 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/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X INCORPORATOR

The persons signing these articles are CARLOS ARTURO FIALLOS , ARMANDO YOUNG ,PABLO GERARDO ZELAYA AND GUSTAVO A MENDOZA, the adress of the 4 of them is 17036 S W 144 COURT , MIAMI FL 33177.-

ARTICLE XI AMENDMENT


This Corporation reserves the right to maned or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 18 day of March of, 2000.-


CARLOS ARTURO BIALLOS
PRESIDENT-OWNER


ARMANDO YOUNG
DIRECTOR - OWNER


GUSTAVO A MENDOZA
OWNER


PABLO ZELAYA
AGENT - OWNER

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that UNION AUTO SALES TRADE IN CENTER ^{INC.} desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named PABLO GERARDO ZELAYA, located at MIAMI, FL, County of DADE, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this March 20 of 2000.-


PABLO GERARDO ZELAYA
Registered Agent.

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