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SHARON P. TALBOT
ATTORNEY AND COUNSELOR AT LAW

MEMBER OF THE FLORIDA BAR, FEDERAL TRIAL BAR, PALM BEACH
COUNTY BAR ASSOCIATION, AMERICAN IMMIGRATION
LAWYERS ASSOCIATION, AND PALM BEACH - MARTIN
COUNTY ESTATE PLANNING COUNCIL

March 27, 2000

Secretary, Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL. 32314

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RE: ENCLOSED ARTICLES OF INCORPORATION AND FILING FEES
AMCAR MOTORS CORP.

Dear Officer:

Enclosed, please find for filing, Articles of Incorporation and appropriate filing fees on the above referenced Company. If the following items are not sufficient, please advise at your earliest convenience.

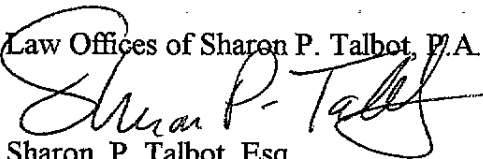
1. A check in the amount of Eighty Seven and 50/100 (\$87.50) Dollars to cover the following:

a. Filing Fee in the amount of	\$35.00
b. Designation of Registered Agent fee in the amount of	\$35.00
c. Certified Copy fee in the amount of	\$ 8.75
d. Certificate of Status fee in the amount of	\$ 8.75
2. Original and one (1) copy of Articles of Incorporation.
3. Transmittal Letter

I appreciate your assistance in this matter.

Sincerely,

Law Offices of Sharon P. Talbot, P.A.



Sharon, P. Talbot, Esq.

Enclosures

FILED
00 MAR 31 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
00 MAR 31 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMCAR MOTORS CORP.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **AMCAR MOTORS CORP.**

ARTICLE II

This corporation shall commence existing upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote,

use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person why by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 998 shares, having an individual par value of \$1.00 (One Dollar).

Unless otherwise stated in these articles or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

NAME	Sharon P. Talbot, Esq.
ADDRESS	324 Royal Palm Way, Suite 206 Palm Beach, Florida 33480

ARTICLE VI

The initial Board of Directors shall consist of a total of three person(s) and the name and address of the person(s) who are to serve as initial director(s) are:

NAME	Las Schea Lorraine Verner (Shay Verner)
ADDRESS	725 Jill Court Des Plaines, IL. 60018

NAME:	Domingo Miranda
ADDRESS:	4834 Dell Ave., Lake Worth, FL. 44361

NAME:	Daniel Alberto Miranda
ADDRESS:	15 Glennie St. Colyton, NSW, Australia

ARTICLE VII

The address of the principal office of this corporation is:

ADDRESS	1960 W. 9 th Street, Unit 6 Riviera Beach, FL. 33404
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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Domingo Miranda
ADDRESS: 4834 Dell Ave.,
Lake Worth, FL. 33461

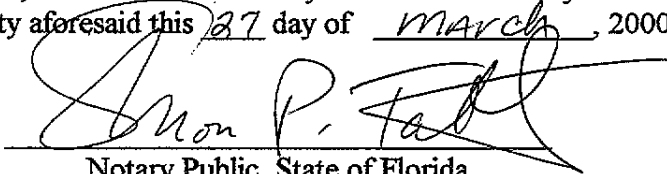
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of MARCH, 2000.


DOMINGO MIRANDA, Incorporator

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Domingo Miranda, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who presented either a drivers' license or other form of identification

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 27 day of MARCH, 2000


Notary Public, State of Florida

My commission expires:

SHARON P. TALBOT
Print name of Notary Public

(SEAL)



Sharon P Talbot
My Commission CC629761
Expires March 14, 2001

FILED
00 MAR 31 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

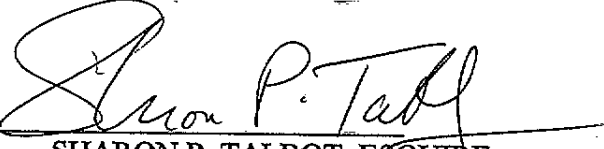
**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That AMCAR MOTORS CORP. desiring to organize under the laws of the State of Florida with it principal office, as indicated in the articles of incorporation at City of Lake Worth County of Palm Beach, State of Florida has named Sharon P. Talbot, Esq. of Sharon P. Talbot, P.A. located at 324 Royal Palm Way, Suite 206, Palm Beach, Florida 33480, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 
SHARON P. TALBOT, ESQUIRE
Registered Agent