

PT0000058337
TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75 .

SUJECT: **MD DIESEL Inc.**

Enclosed is an original and one (1) copy of the Articles of Incorporation
and a ~~check~~ ^{money order} for \$78.75 to cover the filing fee and for a Certified Copy.

Please return to:

FROM: **MANUEL DURAN**

**9242 SW 40th Terrace
Miami, Florida 33165**

Phone (305) 225-6643

FILED
00 JUN -9 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-16
HGC

ARTICLES OF INCORPORATION

of

MD DIESEL INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: **MD DIESEL Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - NATURE OF BUSINESS

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. And other lawful business and in general, to carry on any other legal business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties. And, further, to borrow or raise money for any purpose of the company and to secure the same interest or for other purpose to mortgage all or any part of the property corporeal or incorporeal rights or franchise of this company now owned or hereafter acquired and to create, issue, draw, accept, and negotiate bonds, mortgages, bill of exchange, promissory notes or other obligations or negotiate instruments.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at this time is:

NUMBER OF SHARES

100 of Common Stock

PAR VALUE

\$ 1.00

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TALLAHASSEE, FLORIDA

ARTICLE V - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than One Hundred (\$100) Dollars.

ARTICLE VI - CORPORATION'S ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida shall be as follows: **9092 NW S. RIVER DR. #44, MIAMI, FLORIDA 33166**

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any other place within and without the United States.

ARTICLE VII - NUMBER OF DIRECTOR(S)

This corporation shall have ONE (1) director(s) initially. The number of director(s) may be increased or diminished from time to time by the laws adopted by the stockholder(s) but shall never be less than one (1).

ARTICLE VIII - INITIAL BOARD OF DIRECTOR(S)

The name(s) and post office address(es) of the number of the first Board of Director(s) who subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation existence or until their successor(s) are elected and have qualified. These Director(s) and post office address(es) are:

NAME OF DIRECTOR(S)

ADDRESS(ES)

MANUEL DURAN

**9242 SW 40th Terrace
Miami, Fl 33165**

ARTICLE IX - SUBSCRIBER(S)

The name(s) and post office address(es) of the subscriber(s) of these Articles of Incorporation, the number of shares of stock each agrees to take and value of the consideration thereof, are:

NAME

ADDRESS

SHARES

PAR VALUE

MANUEL DURAN

**9242 SW 40 Terrace
Miami, Fl 33165**

60

\$ 1.00

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Director(s) proposed by them to the stockholder(s) and approved at stockholder(s) meeting by the majority of the stock entitled to vote thereon.

ARTICLE XI - DESIGNATION OF REGISTERED AGENT

The following person is hereby named as Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at the below registered address:

REGISTERED AGENT

MANUEL DURAN

ADDRESS

9242 SW 40 Terrace
Miami, FL 33165

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service to process for the following corporation:

MD DIESEL Inc. at the place designated in these articles. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

By: _____

MANUEL DURAN

REGISTERED AGENT

ARTICLE XII

The stockholder(s) shall have a right of first refusal in any sale, transfer or assignment for the benefit of creditors by any other stockholder to the remaining stockholder(s). Said right of first refusal shall be in writing to the address on the stock certificate. The stockholder shall have ten (10) days in which to accept the offered shares based on current fair market value as determined by the average price determined by two (2) independent Certified Public Accountants.

ARTICLE XIII

We, the undersigned being each and all of the original subscriber(s) to the capital stock here in above named for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, subscribe, acknowledge and file this certificate hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stock here in above set forth as to each of us and accordingly have hereunto set our hands and seals this 5th day of June, 2000.



MANUEL DURAN

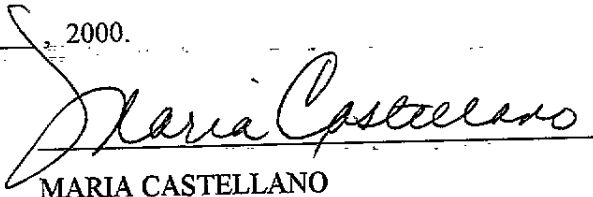
STATE OF FLORIDA)

ss

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized to administer oaths and take acknowledgments personally appeared MANUEL DURAN to me well know to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State last aforesaid this
5th day of June, 2000.



MARIA CASTELLANO

NOTARY PUBLIC, State of Florida at Large

(Notary Seal)

My Commission expires:



Maria Castellano
Commission # CC 940823
Expires May 30, 2004
Bonded Thru
Atlantic Bonding Co., Inc.