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Carl M. Diaz

FILED

00 JUL -3 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/30

, 2000

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: INCORPORATION OF F & D CAR EXCHANGE, INC.

Dear Secretary of State:

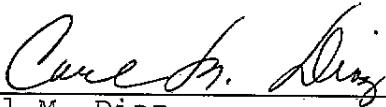
Enclosed find one original and a copy of the Articles of Corporation of F & D CAR EXCHANGE, INC., and a check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
6878 W. Atlantic Blvd
Margate, Florida 33063.

Kindly phone at 1-954-971-8468 and speak with Mr. Shariq Hussain if there is a question or problem.

Respectfully,



Carl M. Diaz

Articles of Incorporation of

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F & D CAR EXCHANGE, INC.

ARTICLE ONE

The name of the corporation is F & D CAR EXCHANGE, INC. The principal address of the corporation is: 4934 NW 54th Street, Tamarac, Florida 33319.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

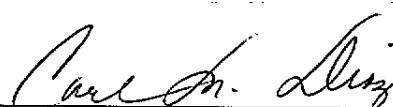
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 4934 NW 54th Street, Tamarac, Florida 33319, and the name of its initial registered agent at such address is Carl M. Diaz.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Carl M. Diaz

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ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Carl M. Diaz	4934 NW 54th Street Tamarac, Florida 33319

ARTICLE EIGHT


The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Carl M. Diaz	4934 NW 54th Street Tamarac, Florida 33319

(signed)



Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.