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TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE, FL. 32314

700003382077--3  
-09/05/00--01122--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: AGISKA MOTORS, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND CHECK FOR THE AMOUNT OF \$122.50 TO FILING FEE &  
CERTIFIED COPY.

FROM: ONDINA HECHAVARRIA  
4101 NW 27TH AVENUE, BAY 2  
MIAMI, FL. 33142  
DAYTIME TELEPHONE: (305) 634-0056

FILED  
00 SEP - 5 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**CERTIFICATE OF REGISTRATION**

**FILED**  
00 SEP -5 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGISKA MOTORS, INC.**

THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE: **AGISKA MOTORS, INC.**

**ARTICLE II**

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III**

THE NUMBER OF SHARES OF STOCK, WITH \$10.00 PER VALUE, THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 50 SHARES.

**ARTICLE IV**

THE AMOUNT OF CAPITAL WITH THIS CORPORATION WILL BEGIN BUSINESS NOT BE LESS THAN FIVE HUNDRED DOLLARS ( \$500.00 ).

**ARTICLE V**

THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

**ARTICLE VI**

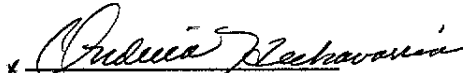
THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE:

OFFICE 4101 N. W. 27TH AVENUE, BAY 2. MIAMI, FL. 33142  
MAIL ADDRESS: SAME

ARTICLE VII

THE NUMBER OF BOARD DIRECTORS OF THE CORPORATION SHALL NO BE LESS THAN ONE, THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISION OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS AND THE ACTS OF LEGISLATURE , SHALL HOLD FOR THE FIRST YEAR OF THE CORPORATION EXISTENCE OR UNTIL THEIR SUCCESSOR ARE ELECTED AND SHALL BE DULY QUALIFIED, ARE:

ONDINA HECHAVARRIA  
3297 WEST 70TH STREET  
HIALEAH, FL. 33018

  
PRESIDENT

ARTICLE VIII

THE NUMBERS OF SHARES OF EACH SUBSCRIBER TO THE CERTIFIED OF INCORPORATION ARE AS FOLLOW:

ONDINA HECHEVARRIA

100%

ARTICLE IX

NOT CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE OF THE DIRECTORS OF THIS CORPORATION IS OR ARE INTERESTED, OR IS A DIRECTOR OR OFFICE OF ARE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATION.

THE CORPORATION SHALL HAVE THE FURTHER RIGHT AND POWER TO FROM TIME TO TIME, TO DETERMINE WHETHER AND TO WHAT EXTENT, AT WHAT TIME AND PLACES AND UNDER WHAT CONDITION AND REGULATIONS THE ACCOUNTING BOOKS OF THIS CORPORATION, OTHER THAN THE STOCK BOOK, OR ANY OF THEM SHALL BE OPEN TO INSPECTION OF THE STOCKHOLDERS, AND NO STOCKHOLDERS SHALL HAVE THE RIGHT IF INSPECTION ANY ACCOUNT BOOK OR DOCUMENT OF THIS CORPORATION, EXCEPT AS CONFERRED BY THE STATUTE, UNLESS AUTHORIZED BY RESOLUTION OF THE STOCKHOLDERS OR BOARD OF DIRECTORS. THE CORPORATION, IN ITS BY-LAWS CONFERS POWER FOREGOING AND IN ADDITION TO THE POWERS AUTHORIZED AND EXPRESSLY CONFERRED BY STATUTE. BOTH STOCKHOLDERS AND DIRECTORS SHALL HAVE THE POWER, IF THE BY-LAWS SO PROVIDE, TO OFFICES, WITHIN OR WITHOUT THE STATE OF FLORIDA, AND TO KEEP THE BOOKS OF THIS CORPORATION SUBJECT OF THE PROVISIONS OF THE STATUTE OUTSIDE THE STATE OF FLORIDA AT SUCH PLACES AS MAY FROM TIME TO TIME BY DESIGNATED BY THE BOARD OF DIRECTORS.

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER CHANGE OR REPEAL ANY PROVISION CONTAINED IN THE CERTIFICATE STATUTE, AND ALL RIGHTS REFERRED UPON THE STOCKHOLDERS HEREIN OR GRANTED SUBJECT TO THIS RESERVATION.


ARTICLE X

THE CORPORATION SHALL HAVE THE POWER TO PURCHASE OR OTHERWISE ACQUIRE DIRECTLY AND/OR THROUGH OWNERSHIP OF THE STOCK IN ANY CORPORATION, ALL OR ANY PART OF THE BUSINESS, GOODWILL, RIGHT, PROPERTY, ASSETS OR ANY INDIVIDUAL, AND TO PAY FOR THE SAME IN CASH WITH THE STOCK OF THIS CORPORATION, BONDS, OR OTHERWISE, AND TO HOLD OR IN THE SAME MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE PROPERTY SO PURCHASED, OR TO CONDUCT IN ANY LAWFUL MANNER THE WHOLE OR ANY PART OF THE BUSINESS ACQUIRED, PROVIDED THAT THE STATE OF FLORIDA, ANY ACTS AMENDATORY THERETO; AND TO EXERCISE ALL THE POWERS NECESSARY OR CONVENIENT IN OR ABOUT THE CONDUCTING AND MANAGEMENT OF SUCH BUSINESS.

TO ENTER INTO GENERAL PARTNERSHIP, LIMITED PARTNERSHIP (WHETHER THE CORPORATION BE A LIMITED OR GENERAL PARTNERSHIP) JOINT VENTURES, SYNDICATES, POLLS, ASSOCIATIONS, AND OTHER ARRANGEMENTS FOR CARRYING ON ONE OR MORE OF THE PURPOSES SET FORTH HEREIN JOINTLY OR IN COMMON WITH OTHERS, SO LONG AS THE CORPORATION WOULD HAVE THE POWER TO DO SO ALONE.

THE UNDERSIGNED, BEING EACH ALL THE ORIGINAL SUBSCRIBERS TO THE CAPITAL STOCK HEREIN ABOVE NAMED FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, DO HEREBY MAKE SUBSCRIBE AND ACKNOWLEDGE AND FILE THIS CERTIFICATE HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE THE TRUE, AND DO RESPECTIVELY AGREE TO ABIDE BY THE ARTICLES AS HEREIN STATED.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THIS ARTICLES OF INCORPORATION THIS 8TH DAY OF AUGUST 2000.

  
ONDINA HECHAVARRIA  
PRESIDENTE

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

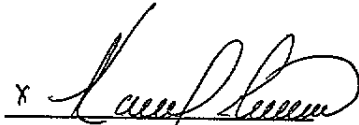
PURSUANT THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED  
OFFICE/ REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE CORPORATION IS: **AGISKA MOTORS, INC.**

THE NAME(S) AND ADDRESS(ES) OF THE REGISTERED AGENT AND OFFICE IS:

**KAREL GUERRA  
4101 NW 27TH AVENUE, BAY 2  
MIAMI, FL. 33142**

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 PORTIONS AS REGISTERED AGENT.

x   
KAREL GUERRA  
REGISTERED AGENT

JULY 31ST, 2000

**FILED**  
00 SEP -5 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA