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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

zep &amp; car services, inc.

Certificate of Status	0
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**ARTICLE OF INCORPORATION OF  
ZEP & CAR SERVICES, INC.**

**ARTICLE I NAME**

The name of this corporation is ZEP & CAR SERVICES, INC.

**ARTICLE II DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
E & V GREAT PROFESSIONAL, INC  
5545 S.W. 8 ST Suite 107  
MIAMI, FL 33134  
TEL: (305) 265-1566

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#### ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 11445 North Bay shore Drive, North Miami, FL 33181. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have Four (4) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Marcos J. Caruso	11445 North Bay shore Dr
President	North Miami, FL 33181
Juan N. Zepeda	18755 N.W. 62 Ave # 102
Vice President	Miami, FL 33015
Carolina Gutierrez Zepeda	18755 N.W. 62 Ave # 102
Secretary	Miami, FL 33015
Maria C. Pernas Caruso	11445 North Bay shore Dr
Treasurer	North Miami, FL 33181

#### ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Marcos J. Caruso	11445 North Bay shore Dr	25%
	North Miami, FL 33181	
Juan N. Zepeda	18755 N.W. 62 Ave # 102	25%
	Miami, FL 33015	
Carolina Gutierrez Zepeda	18755 N.W. 62 Ave # 102	25%
	Miami, FL 33015	
Maria C. Pernas Caruso	11445 North Bay shore Dr	25%
	North Miami, FL 33181	

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#### ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

#### ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

#### ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

#### ARTICLE XII DISSOLUTION

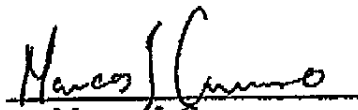
The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

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**ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of this corporation is 11445 North Bay shore Drive, North Miami, FL 33181 and the name of the initial registered agent of this corporation at that address is Marcos J. Caruso.

  
\_\_\_\_\_  
Marcos J. Caruso  
11445 North Bay shore Dr  
North Miami, FL 33181

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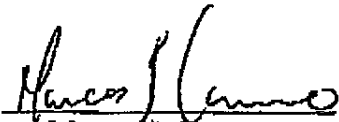
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. ZEP & CAR SERVICES, INC., desiring to organize under that laws of the State of Florida, with is principal office, as indicated in the Articles of Corporation at the Dade, State of Florida, has name Marcos J. Caruso, located at 11445 North Bay shore Drive, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

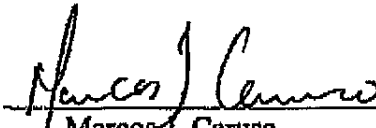
  
Marcos J. Caruso  
11445 North Bay shore Dr  
North Miami, FL 33181

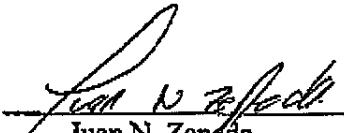
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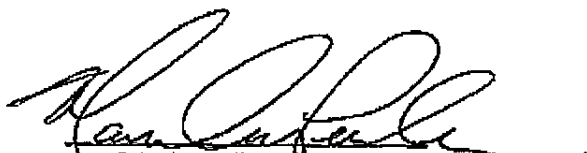
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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 06 day of December, 2000.

  
 Marcos J. Caruso  
 11445 North Bay shore Dr  
 North Miami, FL 33181

  
 Juan N. Zepeda  
 18755 N.W. 62 Ave # 102  
 Miami, FL 33015

  
 Maria C. Pernas Caruso  
 11445 North Bay shore Dr  
 North Miami, FL 33181

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