

Division of Corporations

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Florida Department of State

Division of Corporations

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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : BERRIZ & GIRALDO P.A.  
Account Number : 119990000017  
Phone : (305) 485-9300  
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**FLORIDA PROFTT CORPORATION OR P.A.**

**USA. AMERICAN DEALER, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

USA. AMERICAN DEALER, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above name 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 law of the state of Florida.

ARTICLE I

The name of this corporation shall be:

USA. AMERICAN DEALER, INC.

ARTICLE II

This corporation shall commence existence 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 purposed 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:

USA. AMERICAN DEALER, INC.

Nora Oiraldos  
4082 SW 84 Ave.  
Miami, FL 33155  
(305) 485 9300

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$ 10.00

Unless otherwise stated in these articles or 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 Resident Agent of this corporation shall be:

**WENCESLAO GERMAN DUQUE  
3000 SW 103 AV  
MIAMI, FL.33165**

The principal office shall be:

**3000 SW 103 AV  
MIAMI, FL.33165**

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ARTICLE VI

The initial Board of Directors shall consist of a total of TWO (2) person, and the name and address of the person who is to serve as an initial director is:

WENCESLAO GERMAN DUQUE  
3000 SW 103 AV  
MIAMI, FL.33165

  
PRESIDENT

JOSE ERARDO COLOMER  
3000 SW 103 AV  
MIAMI, FL.33165

  
VICEPRESIDENT

The name and address of the incorporator executing these articles of incorporation

WENCESLAO GERMAN DUQUE  
3000 SW 103 AV  
MIAMI, FL.33165

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 30 days of JANUARY, 2001

  
WENCESLAO GERMAN DUQUE

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

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, Submits the following statement in designating the registered office /registered agent, in the State of Florida.

1. The name of the corporation is:

**USA. AMERICAN DEALER, INC.**

2. The name and address of the registered agent and office is:

**WENCESLAO GERMAN DUQUE  
3000 SW 103 AV  
MIAMI, FL.33165**

**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 AGREES 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 POSITION AS REGISTERED AGENT.**

SIGNATURE

Dated: JANUARY 30, 2001

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