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Susan D. Pesel
Attorney At Law

225 N.E. Mizner Blvd., Suite 300
Boca Raton, FL 33432

March 7, 2001

Tel. 561-620-7157
Fax 561-620-7156

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Via Overnight Courier

Re: Incorporation of SKODA U.S.A. CORPORATION

Dear Sir or Madam:

Please find enclosed the following items:

1. Transmittal Letter for SKODA U.S.A CORPORATION;
2. Original Articles of Incorporation and two (copies).
3. Check No. 1008 in the amount of \$87.50

Please return Certified Copies & Certificates of Status for the above corporation to

Susan D. Pesel, Esq.
Susan D. Pesel, PA.
225 N.E. Mizner Blvd. #300
Boca Raton, FL 33432

If you have any questions, please do not hesitate to contact me.

Very truly yours,

SUSAN D. PESEL, P.A.

By: _____

Susan D. Pesel

Enc.

FILED
01 MAR - 8 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch MAR 13 2001

**ARTICLES OF INCORPORATION
OF**

SKODA U.S.A. CORPORATION

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1--NAME

The name of Corporation is SKODA U.S.A. Corporation (hereinafter, "Corporation").

ARTICLE 2--PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3--PRINCIPAL OFFICE

The address of the principal office of this Corporation is 225 N.E. Mizner Blvd. #300, Boca Raton, FL 33432 and the mailing address is 225 N.E. Mizner Blvd. #300, Boca Raton, FL 33432.

ARTICLE 4--INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Susan D. Pesel, Esq.

Susan D. Pesel, P.A.

225 N.E. Mizner Blvd. #300

Boca Raton, FL 33432

ARTICLE 5--OFFICERS/DIRECTORS

The directors/officers of the Corporation shall be:

President:	Miroslav Kriz
Vice-President/Managing Director:	Karel Pesel
Secretary:	Karel Pesel
Treasurer:	Miroslav Kriz

whose addresses are as follows:

Miroslav Kriz
16453 NE 30th Ave.
N. Miami Beach, FL 33160

Karel Pesel
2515 NW 99th Ave.
Coral Springs, FL 33065

ARTICLE 6--CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having a par value of (\$1.00) per share.
- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7--SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 8--POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9--TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10--REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11--REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at Susan D. Pesel, P.A., 225 N.E. Mizner Blvd. #300, Boca Raton, FL 33432. The name of the registered agent of this Corporation is Susan D. Pesel, Esq., 225 N.E. Mizner Blvd. #300, Boca Raton, FL 33432.

ARTICLE 12--BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

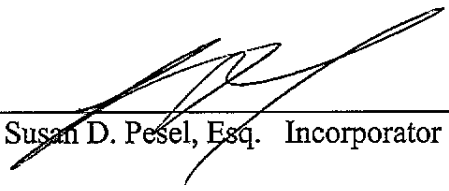
ARTICLE 13--EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14--AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 day of March, 2001.



Susan D. Pesel, Esq. Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Susan D. Pesel, Esq. having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Susan D. Pesel, Esq.