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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

MEDLEY AUTO SALES CORP.

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ARTICLE OF INCORPORATION
OF

MEDLEY AUTO SALES CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MEDLEY AUTO SALES CORP.

The principal place of business of this corporation shall be:
8286 NW. S. River Dr.
Miami, Fl. 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 X \$ 10.00 = \$1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

LUIS F. MORALES — DIRECTOR

2659 W. Okeechobee Rd. Lot A-10
Hialeah, Fl. 33010

EDREY MORALES DIRECTOR

2659 W. Okeechobee Rd. Lot A-10
Hialeah, Fl. 33010

MAGDIEL ACOSTA DIRECTOR

2659 W. Okeechobee Rd. Lot A-10
Hialeah, Fl. 33010

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

LUIS F. MORALES PRESIDENT (40 shares)

2659 W. Okeechobee Rd. Lot A-10
Hialeah, Fl. 33010

EDREY MORALES SECRETARY (40 shares)

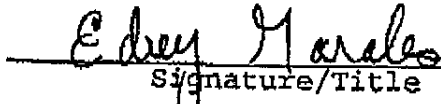
2659 W. Okeechobee Rd. Lot A-10
Hialeah, Fl. 33010

MAGDIEL ACOSTA TREASURER (20 shares)

2659 W. Okeechobee Rd. Lot A-10
Hialeah, Fl. 33010

The undersigned has(have) executed these Article of Incorporation this 17 th. day of April 2001.


Signature/Title


Signature/Title


Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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: _____
MEDLEY AUTO SALES CORP.

2. The name and address of the registered agent and office is _____
LUIS F. MORALES
(Name).

2659 W. Okeechobee Rd. Lot A-10
(P. O. BOX NOT ACCEPTABLE)

Hialeah, Florida 33010
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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 POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE 04-20-01

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