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February 3, 2000

FILED  
01 MAY 21 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

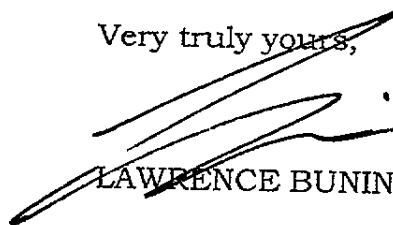
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-05/21/01--01090--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation for Auto Express One USA, Inc.

Gentlemen:

With reference to the above-captioned matter, enclosed please find an original and one copy of Articles of Incorporation together with my check in the amount of \$78.75 representing the various fees involved in order to file the Articles. Kindly forward a stamped copy of the articles to the undersigned.

Very truly yours,

  
LAWRENCE BUNIN

LB/il

Enclosures

D. BROWN MAY 29 2001

CERTIFICATE OF INCORPORATION  
OF  
AUTO EXPRESS ONE USA, INC.

**FILED**  
**01 MAY 21 AM 9:45**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation:

ARTICLE I: NAME AND PRINCIPAL ADDRESS OF BUSINESS

The name of the corporation is:

AUTO EXPRESS ONE USA, INC.

The principal address of the business is:

215 North Federal Highway, #6C  
Boca Raton, FL 33432

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes: to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related thereto and for the purpose of transacting any and all lawful business.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV:

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be: THOMAS ROCHE at 215 North Federal Highway, #6C, Boca Raton, FL 33432.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than (1) director at any time. The name and office address of each member of the first Board of Directors as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS ROCHE	215 North Federal Highway, #6C Boca Raton, FL 33432
KATHRYN CHRISTOPH	215 North Federal Highway, #6C Boca Raton, FL 33432

The officers of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation.

ARTICLE VII: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE VIII: COMMENCEMENT DATE

Corporate existence will commence on date the Articles of Incorporation are filed with the Secretary of State, State of Florida.

THE UNDERSIGNED Incorporator(s) for the purposes of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.

  
\_\_\_\_\_(SEAL)  
THOMAS ROCHE

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF  
PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designate(s) THOMAS ROCHE whose address is 215 North Federal Highway, #6C, Boca Raton, FL 33432 as its Registered Agent to accept service of process with the State.

  
\_\_\_\_\_  
THOMAS ROCHE (SEAL)

FILED  
MAY 21 AM 9:46  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

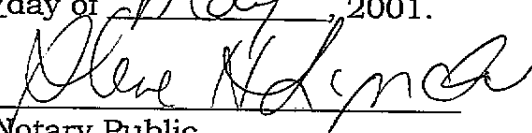
THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

  
\_\_\_\_\_  
THOMAS ROCHE (SEAL)

STATE OF FLORIDA :  
SS  
COUNTY OF BROWARD :

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared THOMAS ROCHE who is known to me to be the person(s) described as Incorporator(s) in the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation.

WITNESS MY HAND and official seal at Plantation , said County and State aforementioned, this 17 day of May, 2001.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

