

TRANSMITTAL LETTER

P01000080465

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: OPTIMIZER, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004478050--0
-07/16/01--01114--003
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certified Copy & Certificate of Status
- ADDITIONAL COPY REQUIRED**

FROM: EUGENIO MASLOWSKI
Name (Printed or typed)

6820 SW 132 ST
Address

MIAMI, FL 33156
City, State & Zip

(305) 971-7807 / (713) 278-6959
Daytime Telephone number

01 AUG 15 PM 3:14
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

W01-16592

NOTE: Please provide the original and one copy of the articles.

T. Burch AUG 15 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2001

EUGENIO MASLOSKI
6820 SW 132 ST
MIAMI, FL 33156

SUBJECT: OPTIMIZER, INC.
Ref. Number: W01000016592

We have received your document for OPTIMIZER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 601A00042232

ARTICLES OF INCORPORATION

OF

Optimizer, Inc.

ARTICLE I

The name of this corporation is:

Optimizer, Inc.

ARTICLE II

PURPOSE:

This corporation may engage in any aspect of Trade, International trade, Import and export of goods and services including but not limited to Automotive Parts, Installations and the rendering of services related to the Automotive industry and the organization of Service Programs. Besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock of \$ 1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

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TALLAHASSEE, FLORIDA
FILED

ARTICLE V

RESTRICTIONS ON TRANSFER OF SHARES

The corporation elects to have preemptive rights.

ARTICLE VI

RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VII

MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AGENT

The initial registered office, and mailing address of the corporation is: 6820 S. W. 132th Street, Miami, Fl 33156, and the registered Agent is: Eugenio Maslowski De Bode, at 6820 S. W. 132th Street. Miami, Florida 33156.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws. Initially, the following persons shall be the directors of this corporations:

Eugenio Maslowski De Bode

6820 S.W. 132 Street
Miami, FL 33156

Eduardo Salinas

Torre Bazar Bolívar, Piso 10, Of 1001
Ave. Francisco de Miranda, El
Marqués – Caracas 1070 -
Venezuela

ARTICLE IX
INCORPORATORS

The names and addresses of the persons signing these articles are:

Name

Street Address:

Eugenio Maslowski De Bode

6820 S.W. 132 Street
Miami, Fl 33156

ARTICLE X
OFFICERS

This corporations shall have the officers described in its by -laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporator, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to

this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XII

PROCEDURE IN CASE OF DEADLOCK

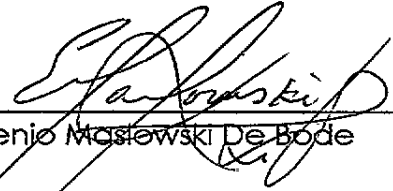
In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any parties refuses to appoint the attorney or certified public accountant the, any party may petition the Miami-Dade County Bar Association and/or the Miami-Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The corporation shall bear the cost incurred in the selection and functioning of the panel and shall have its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XIII
DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Article of Incorporation, this _____ day of _____, 2001.



Eugenio Maslowski De Bode

State of Florida)
)SS
County of Dade)

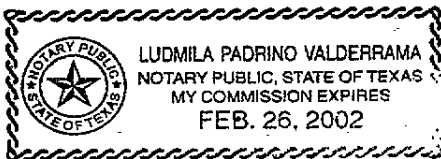
BEFORE ME, the undersigned authority, personally appeared, Eugenio Maslowski De Bode who is personally know to me to be the person who executed the foregoing Articles of Incorporation and he acknowledge before me that he executed same, this _____ day of _____, 2001.



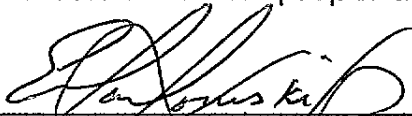
Notary Public, State of Florida
Printed

Name: Ludmila Padrino Valderrama

My commission expires: Feb, 26, 2001



HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designed above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties



Eugenio Maslowski de Bode
Registered Agent