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ALDO OJEDA

Attorney At Law

MANUFACTURERS BANK BUILDING
4144 N. ARMENIA AVENUE
SUITE 350
TAMPA, FLORIDA 33607
TELEPHONE 813 / 877-9500

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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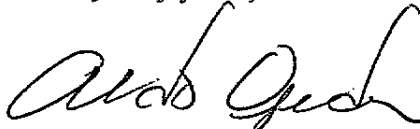
Re: Imperial Auto Upholstery, Inc.

To Whom It May Concern:

Enclosed you will please find the original and one copy of the Articles of Incorporation for the above company, together with a check in the amount of \$87.50. Please provide us with a certified copy of the Articles.

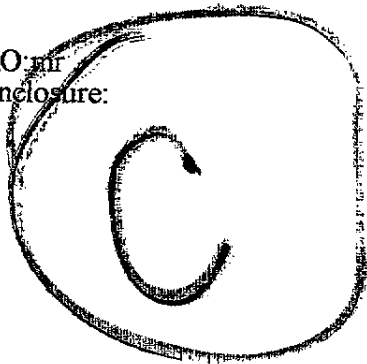
Should you have any question or wish to discuss the matter further, please do not hesitate to contact me directly. With kind regards, I remain.

Very truly yours,



Aldo Ojeda, Esquire

AO:mr
Enclosure:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IMPERIAL AUTO UPHOLSTERY, INC.

ARTICLE I
NAME

The name of the corporation is IMPERIAL AUTO UPHOLSTERY, INC. The address of the corporation is 6124 BENJAMIN ROAD, TAMPA, FLORIDA 33634.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida or any other State or foreign country.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 6124 BENJAMIN ROAD, TAMPA, FLORIDA 33634 and the name of the initial Registered Agent of the Corporation at that address is JUAN CARLOS CACHARRO.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial Directors of the corporation are:

Juan Carlos Cacharro, President/Secretary
6124 Benjamin Road
Tampa, Florida 33634

Lourdes Sanchez, Vice-President/Treasurer
6124 Benjamin Road
Tampa, Florida 33634

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: JUAN CARLOS CACHARRO 6124 BENJAMIN ROAD, TAMPA, FLORIDA 33634.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of November, 2001.



JUAN CARLOS CACHARRO, SUBSCRIBER

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **IMPERIAL AUTO UPHOLSTERY, INC.** desiring to organize under the laws of the State of Florida with it's principle office as indicated in the Articles of Incorporation, at 6124 BENJAMIN ROAD, TAMPA, FLORIDA 33634 has named **JUAN CARLOS CACHARRO**, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: _____



**JUAN CARLOS CACHARRO
REGISTERED AGENT**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**