

AS2000000470

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000000196 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 JAN -2 PM 3:58

FILED

FLORIDA PROFIT CORPORATION OR P.A.

ayrton cars, corp.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$70.00 |

2002 JAN 02

5/

③

ARTICLES OF INCORPORATION

FILED
2002 JAN -2 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE Ayrton Cars, Corp.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.
8025 NW 36 STREET STE. 302
MIAMI, FLORIDA 33166

H 02000000196

ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN JANUARY 2, 2002.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

3601 NW 37 CT
MIAMI, FLORIDA 33142

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

FLOR CORDERO
8025 NW 36 STREET # 302
MIAMI, FLORIDA 33166

ARTICLE VII

DIRECTOR

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ROQUE FABIAN PALLADINO
PUMACAHUA 340 NOVENO B
CAPITAL FEDERAL
ARGENTINA 1406

MARIA LAURA ASTURI
PUMACAHUA 340 NOVENO B
CAPITAL FEDERAL
ARGENTINA 1406

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

| NAME | TITLE |
|------------------------|-----------|
| ROQUE FABIAN PALLADINO | PRESIDENT |
| MARIA LAURA ASTURI | SECRETARY |

ARTICLE IX

SUBSCRIBERS

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

ROQUE FABIAN PALLADINO
PUMACAHUA 340 NOVENO B
ARGENTINA 1406

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON.

H02-000000196

ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 2 DAY OF JANUARY 2002.


ROQUE FABIAN PALLADINO

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


FLOR CORDERO

FILED
2002 JAN -2 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H02-000000196