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Matrix Accounting, Inc.
ACCOUNTING, TAXES & ADVISORY SERVICES

1405 Grestwood Blvd
Lake Worth, FL 33460

Phone (561) 582-8599
Fax (561) 582-7205

September 27, 2002

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

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*****70.00 *****70.00

FILED
02 OCT -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please see the enclosed original and copy of Articles of Incorporation for:


Azteca Auto, Inc.

Enclosed is a check in the amount of \$70.00 to cover the filing fees of \$35.00 and Registered Agent designation fees of \$35.00

If you have any questions or require additional information, please contact me at the above number.

Thank you for your assistance.

Sincerely,



Gordon M. Kopp

Encl.

GMK/lk

CB10-2

FILED

02 OCT -7 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I NAME

The name of this corporation shall be as follows:

Azteca Auto, Inc.

ARTICLE II NATURE OF 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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

5320 Georgia Avenue
West Palm Beach, FL 33405

The Board of Directors may from time to time move the principal office to any address in the state of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of and addresses of the initial Director (s) of the Corporation are:

Jose S. Rosillo
5320 Georgia Avenue
West Palm Beach, FL 33405

ARTICLE VIII INCORPORATORS

The name(s) and address(es) of the Incorporators:

Jose S. Rosillo
5320 Georgia Avenue
West Palm Beach, FL 33405

ARTICLE IX BY-LAWS

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

ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal and provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI SUB CHAPTER S CORPORATION

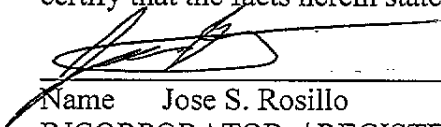
This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

Jose S. Rosillo
5320 Georgia Avenue
West Palm Beach, FL 33405

THE UNDERSIGNED, as subscribing incorporator, have hereunto set our hand and seal on September 27, 2002 for the purpose of forming the Corporation under the laws of the State of Florida, and hereto make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


Name Jose S. Rosillo
INCORPORATOR / REGISTERED AGENT