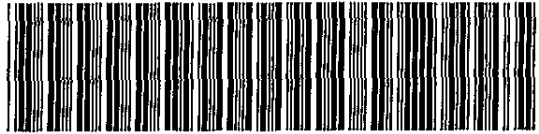


P02000119579

(Requestor's Name)

(Address)

(Address)



000008692630

11/06/02--01057--009 **78.75

Brother's used A/S Corp
7029 N.W. 7 Ave
Mia, FL 33150
P.O. Box 331263
MIA Shores, FL 33153

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 NOV -6 PM 1:59

Special Instructions to Filing Officer:

Office Use Only

00214 k1006

F. GREGG

NOV 7

BROTHER'S USED A/S CORP.

The undersigned subscribed to these articles of incorporation desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations Articles of incorporation as the

Charter of the Corporation here by organized.

ARTICLE I

NAME

The name of the corporation shall be Brother's Used A/S Corp.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of incorporation with the State of Florida and upon the approval of the said organization to begin operation.

ARTICLE III

PURPOSE AND POWERS

SECTION 1.

This Corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the State of Florida General Corporation Law, without restrictions in this state and any other state, in this county and any of the counties of the nation of the United States of America.

To conduct any and all types of business and operations, and to have one (1) or more offices in this state and any other state in this county and any of the counties in the nation of the United States of America. The general nature of this business shall be Buy/Sell and trading of cars.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of ONE THOUSAND (1,000) shares of common voting stock having a par value of ONE DOLLAR (\$1.00) per share payable to lawful money of the (USA) United States of America and it's allies or in other property, tangible or intangible, or in labor or services actually performed for the

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STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 NOV -6 PM 1:59

Corporation at a just valuation to be fixed, by the Board of Directors or the share holders of Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by laws of the (USA) United States of America and the State of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the corporation, as provided by the (USA) United States of America and the Florida Law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASS

The shares of the capital of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLE VII

NO PRE-EMPTIVE RIGHTS

No holder of shares of the capital stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of Corporation, whether non or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscript to any there of other than such, if any, as the Board of Directors in its discretion any from time to time determine and at such price as the Board of Directors may from time to time fix; and shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may as the Board of Directors shall determine be offered to more than one class of stock, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine, as used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidence of indebtedness to which are attached or with which are issued warrants of other rights to purchase stock of the Corporation of any class or classes; and the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations of stock of the Corporation (but without intending hereby to limit its general power so to do in any cases) to grant rights of options to purchase stock of the Corporation of any class upon such terms and during such period as the Board of Directors shall determine, and to cause such right or options to be evidenced by such warrant or other instruments as it may deem advisable.

ARTICLE VIII

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 7029 NW 7th Ave. Miami Fl. 33150. The street address of the initial registered office of this Corporation is, 7029 NW 7th Ave. Miami, Fl. 33150 and the name of the registered Agent of this Corporation are Raymond Lambert, 7029 NW 7th Ave. Miami, Fl 33150.

ARTICLE IX

INITIAL BOARDS OF DIRECTORS

This Corporation shall have Director initially. The numbers of Directors may be either increased or decreased from time to time by action in accordance with the provision of the laws. The names and addresses of the initial Directors of this Corporation are:

Raymond Lambert – President
Dallas Jean – Secretary
Jean Wilner Jourdain - Treasury

ARTICLE X

INCORPORATE

The names, address and the percentage own of the Incorporators of this Corporation are:

Raymond Lambert (50%)	Dallas Jean (25%)
80 NW 124 th Street	159 NE 54 th Street
Miami Fl. 33168	Miami Fl 33137

Jean Wilner Jourdain (25%)
1406 NE 137th Street
N Miami Fl 33161

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any officer, director of employee of the Corporation, any former officer, director of employee of the Corporation, to the full extent permitted by and as set forth in the (USA) United States of America.

ARTICLE XII

PROVISION FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

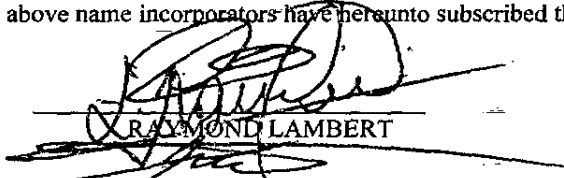
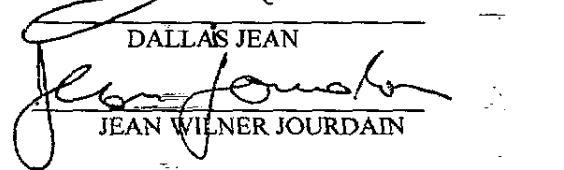
For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporations, the Directors and the Share Holders, provision is made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Share Holders may otherwise from time to time provide or direct, to fix the consideration of which the shares of stock of the Corporation shall be issued and dispose of, and to provide when and how such consideration shall be paid.
- (b) Meetings of the Incorporators, of the Share Holders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or part of the Corporation's property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.
- (d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Boards of Directors may deem expedient
- (e) The Board of Directors shall have the power of fixing the compensation by way of salary and/or pensions of each of them; in sum and form an amount as may seem reasonable in and by their discretion.
- (f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meeting of the Board and to the extent provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.
- (g) Any one or more or all of the Directors may be moved, either with or without causes, at any time by vote of the Shareholders holding a majority of stock entitled to vote of the Corporation at any special meeting, and there upon the term of each Director or Directors who shall have been so remove shall forthwith terminate and here shall be vacancy or vacancies in the Board of directors, to be filled as provided by the Bylaws.
- (h) Any officer of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.
- (i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of

officers of this Corporation is or are interested in or is a director of officer or are directors of officer of such other Corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director of Directors, officer or officers, individually or jointly, may be a party of parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction or in any connection with such person or persons, firm, association or corporation. Each and every person who may become a director of officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association of corporation in which he may in anyway be interested.

- (j) Subject always to bylaws made by the Shareholders, the Board of Directors may make bylaws, but any bylaws made by the Boards of Directors may be altered or repealed by the Shareholders.

IN WITNESS WHEREOF, the above name incorporators have hereunto subscribed their name to this 25th day of October 2002.


RAYMOND LAMBERT

DALLAS JEAN

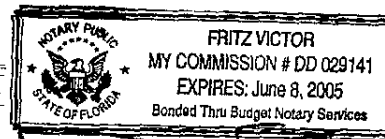
JEAN WILNER JOURDAIN

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned officer, this day, personally appeared Raymond Lambert, Dallas Jean, and Jean Wilner Jourdain, to me well known and well known to me as persons described and who subscribed their names(s) to the foregoing Articles of Incorporation and acknowledged before me, that they've executed said Articles of Incorporation for the purpose and use therein expressed.

WITNESS my hand and official seal at the County of Dade and State of Florida this 25th day of October 2002

MY COMMISSION EXPIRES: June 8, 2005




NOTARY PUBLIC STATE OF FLORIDA AT LARGE

LAMBERT RAYMOND
R 553-520-692
FL/DL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN (NMIG) INC NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IM COMPLIANCE WITH SECTION OF THE FLORIDA STATUES, THE FOLLOWING IS SUBMITTED: (N.M.I.G.) INC. NATIONAL FINANCIAL & INVESTMENT GROUP INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THR LAW OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OD BUSINESS AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN.

SIGNATURE: _____

RAYMOND LAMBERT - PRESIDENT

DATE: OCTOBER 25, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE
POWER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

DALLAS JEAN - SECRETARY

DATE: OCTOBER 25, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
THE PLACE DESIGNATED IN THIS CERTIFICATE, THEREBY AGREE, TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE
POWER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

JEAN WILNER JOURDAIN - TREASURER

DATE OCTOBER 25, 2002

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 NOV - 6 PM 2:00