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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Phone : (305)599-0839 Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

LIONS AUTOMOTIVE GROUP INC.

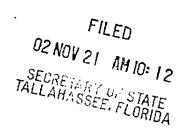
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ARTICLES OF INCORPORATION

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LIONS AUTOMOTIVE GROUP INC



The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE LNAME

The name of the corporation shall be: LIONS AUTOMOTIVE GROUP INC

The principal place of business of this corporation shall be: 3330 NW 36 ST MIAMI FL 33142

ARTICLE ILNATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: ONE HUNDRED SHARES (100) AT ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PATRICIA ELISABET RIOS 10866 NW 9 CT PLANTATION FL 33324

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ARTICLE VI. INCORPORATOR(S)

. _ The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are);

PATRICIA ENISABET RIOS 10866 NW 9 CT PLANTATION FL 33324

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20 day of NOVEMBER, 2,002

Signature(s) of Lacorpoi	ator(s)
PATRICIA	ELISABET	RIOS
	<u></u>	<u>, 48444</u>

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

statement in designating the registered office/registered agent, in the State of Florida.
1. The name of the corporation LIONS AUTOMOTIVE GROUP INC
2. The name and address of the registered agent and office is:
PATRICIA ELISABET RIOS 10856 NW 9 CT
(P.O. BOX NOT ACCEPTABLE)
PLANTATION FL 33324
(CITY/STATE/ZIP)
SIGNATURE (corporate officer) PATRICIA ELISABET RIOS TITLE PRESIDENT
DATE 11-20-02
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.
PATRICIA ELISABET RIOS DATE 11-20-02