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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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DEPT OF STATE
TALLAHASSEE FLORIDA

2003 MAY 12 PM 3:44

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FLORIDA PROFIT CORPORATION OR P.A.

south beach auto center, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

24

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2003 MAY 12 PM 3:44

SOUTH BEACH AUTO CENTER, INC.
ARTICLES OF INCORPORATION

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is **SOUTH BEACH AUTO CENTER, INC.**
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 1824 West Avenue, Miami Beach Florida. Registered Agent shall be PEDRO A. COFIÑO, ESQ., at Cofiño & Associates, 407 Lincoln Road, Suite 2B, Miami Beach, Florida 33139.
6. The initial Board of Directors shall be comprised of (1) member. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida
(305)531-8111
Florida Bar No.: 323918

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7. The name and address of the initial Director is:

NAME

ADDRESS

Fernando Gonzalez 1824 West Avenue, Miami Beach, FL 33139

8. The name and address of the incorporator is:

NAME

ADDRESS

Fernando Gonzalez 1824 West Avenue, Miami Beach, FL 33139

9. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

10. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 12 day of May, 2003.


FERNANDO GONZALEZ

TOTAL P.04

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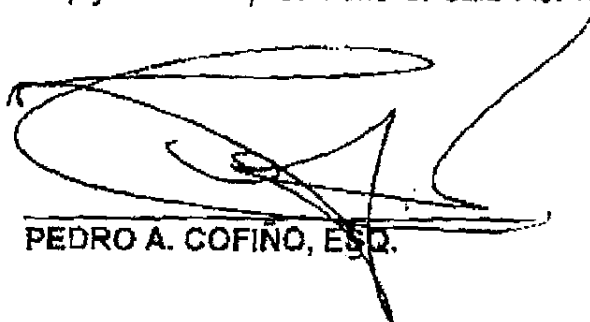
CERTIFICATE DESIGNATING PLACE OF 2003 MAY 12 PM 3:44
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING JUDGE W. J. OF STATE
AGENT UPON WHOM PROCESS MAY BE VERIFIED TALLAHASSEE FLORIDA

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

The **SOUTH BEACH AUTO CENTER, INC.**, desiring to organize under the
laws of the State of Florida, with its principal office at 1824 West Avenue, Miami
Beach, FL 33139, has named **PEDRO A. COFIÑO, ESQ.**, located at Cofiño &
Associates, 407 Lincoln Road, Suite 2B, County of Dade, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated people,
at the place designated in this Certificate, the undersigned hereby agrees to act in
this capacity and agrees to comply with the provisions of said Act relative to
keeping open said office.



PEDRO A. COFIÑO, ESQ.

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