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May 29, 2003

2003 JUN-2 AM 10: 23
TALLAHASSEE FLORIDA

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

Dear Secretary of State

Please find enclosed two original copies of the Articles of Incorporation for BORNER INTERNATIONAL TRADE INC. along with a check for \$70.00 made payable to Florida Department of State.

Please process these Articles of Incorporation and return stamped copy to address below.

Your assistance in this matter is most appreciated.

David B. Wilson

Accountant

9533 104th Avenue North

Largo, FL 33777

Tel 727-393-3258

ARTICLES OF INCORPORATION OF BORNER INTERNATIONAL TRADE INC.

FILED 2003 JUN-2 AM 10: 23

TALLAHASSEE FLORIDA corporation pursuant to the Florida General Corporations Act and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE NAME AND PRINCIPAL OFFICE

The name of this corporation is BORNER. INTERNATIONAL TRADE INC. The corporation's principal office is located at 5125 Palm Spring Boulevard Apt # 1302, Tampa, FL 33647.

ARTICLE TWO DURATION

The corporation is to exist perpetually.

ARTICLE THREE PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, including the sale of used motor vehicles.

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar (\$1.00). Once issued, all shares shall be deemed fully paid and non-assessable.

ARTICLE FIVE PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such un-issued or treasury shares.

ARTICLE SIX TRANSFER OF SHARES

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona-fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 5125 Palm Spring Boulevard Apt # 1302, Tampa, FL 33647 and the name of the initial registered agent at such address is Mahmut Atabay, whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Accepted by Mahmut Atabay

ARTICLE EIGHT DIRECTORS

The Board of Directors will consist of no less than one and no more than five directors, the exact number to be determined by the Bylaws (which any modifications or change in number, within this range, to also be by amendment to the bylaws). The initial Board of Directors shall consist of one member: Mahmut Atabay

ARTICLE NINE INCORPORATOR

The name and address of the person signing these Articles is Mahmut Atabay, 5125 Palm Spring Boulevard Apt # 1302, Tampa, FL 33647.

ARTICLE TEN INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

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ARTICLE ELEVEN OTHER PROVISIONS

There are no other provisions for the regulation of the internal affairs of this corporation except as set forth in the bylaws of this corporation.

In witness w Incorporation	hereof, the undersigned incorp n this day of M	orator has executed these Articles of lay 2003.
		Mill the
		By: Mahmut Atabay
The foregoin May 2003 by	of HILLSBOROUGH g instrument was acknowledge Mahmut Atabay who:	ed and sworn to before me this ZZ day of
(ally known to me	
() produced	11/1/1	as identification
		(signature of notary)
		(printed name of notary)
		(serial number if any)
	DAVID B. WILS MY COMMISSION # D EXPIRES: February 1 Bondled Thru Notery Public I	D 090932

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