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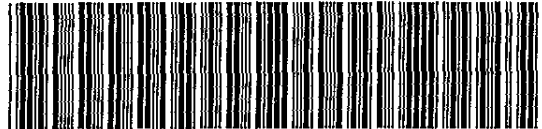
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SECRETARY OF STATE
BOSTON, MA 02126

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LOCOMOTORS AUTO SALES, INC.
628 66th. Ave. S
St. Petersburg, Fl. 33705-5934
727-867-0224

June 18, 2003.

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: LOCOMOTORS AUTO SALES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee For Registered Agent Designation for the above named corporation.

Very truly yours,

LOCOMOTORS AUTO SALES, INC.

Rafael A. Rios
President

**ARTICLES OF INCORPORATION
OF**

LOCOMOTORS AUTO SALES, INC.

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME

The name of the corporation shall be:

LOCOMOTORS AUTO SALES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in the activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

The corporate is authorized to issue, 1,000 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

- 1. The sum of the value of all the Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.**
- 2. 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, in property, or in shares of the Capital Stock of the corporation.**
- 3. If any of the Shareholders decides to sell it's own share; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.**

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TALLAHASSEE, FL

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: LOCOMOTORS AUTO SALES, INC.
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, Fl 33705-5934

The name and street address of the Initial Registered Agent of this Corporation.

NAME: Rafael A. Rios
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, Fl 33705-5934

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

NAME: Rafael A. Rios - President
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, Fl 33705-5934

NAME: Maritza Rivera-Rios - Vice President
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, Fl 33705-5934

NAME: Artajerjes A. Rios - Secretary/Treasure
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, Fl 33705-5934

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Rafael A. Rios
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, FL 33705-5934

NAME: Artajerjes A. Rios
ADDRESS: 628 66th. Ave. S
CITY: St. Petersburg, FL 33705-5934

NAME:
ADDRESS:
CITY:

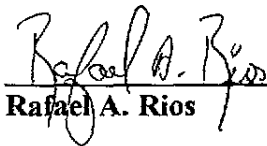
ARTICLE VIII - SHAREHOLDER POWER

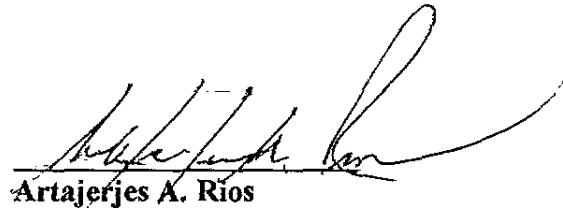
- 1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.**
- 2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.**
- 3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.**

ARTICLE IX - CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 18th day of June, 2003.


Rafael A. Rios

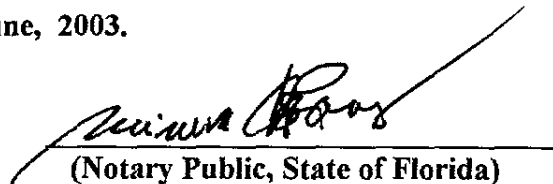

Artajerjes A. Rios

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgments in the State and County

set forth above, personally appeared Rafael A. Rios and Artajerjes A. Rios who acknowledged, and executed before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 18th day of June, 2003.


(Notary Public, State of Florida)

My Commission expires



Minerva F. Ramos
My Commission DD062574
Expires October 3, 2005

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF**

LOCOMOTORS AUTO SALES, INC.

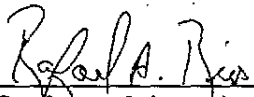
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its stered office as indicated in the Articles of Incorporation at 628 66th. Ave. S, Petersburg, Fl. 33705-5934 has named RAFAEL A. RIOS located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)