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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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2003 SEP 11 AM 8:16
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

american paint & body shop, inc.

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ARTICLES OF INCORPORATION
OF
AMERICAN PAINT & BODY SHOP, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is: AMERICAN PAINT & BODY SHOP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, as a corporation actively engaged in the business of travel consultant and tour operator and otherwise for the purpose of transacting any other lawful business within this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 800 N.W. 17 AVENUE, MIAMI, FLORIDA, 33125, and the name of the initial registered agent of this corporation at that address is MANUEL BENDANA, JR..

This instrument prepared by:
MARIA R. FERNANDEZ GOMEZ, P.A.
2199 Ponce De Leon Blvd, Suite 201
Coral Gables, Florida 33134
Florida Bar No: 998494

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ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is:
800 N.W. 17 AVENUE,
MIAMI, FLORIDA 33125

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

MIGDALIA BENDANA, President
800 N.W. 17 AVENUE
MIAMI, FLORIDA 33125

MANUEL BENDANA, SR, Vice President
800 N.W. 17 AVENUE
MIAMI, FLORIDA 33125

MANUEL BENDANA, JR., Secretary and Treasurer
800 N.W. 17 AVENUE
MIAMI, FLORIDA 33125

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MIGDALIA BENDANA, President
800 N.W. 17 AVENUE
MIAMI, FLORIDA 33125

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ___ day of 8-7-00, 2003.

Migdalia Bendana
MIGDALIA BENDANA, Incorporator

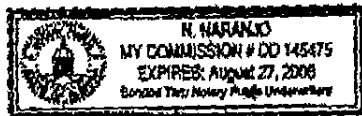
STATE OF FLORIDA)
SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MIGDALIA BENDANA, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 7 day of Aug, 2003.

[Signature]
STATE OF FLORIDA AT LARGE

My commission expires:



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CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)
BE IT KNOWN THAT:

AMERICAN PAINT & BODY SHOP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami- Dade County, Florida, has named MANUEL BENDANA JR., whose address is 800 N.W. 17 AVENUE, MIAMI, FLORIDA 33125, as its agent to accept service of process within Florida.

AMERICAN PAINT & BODY SHOP, INC.

By: 
MANUEL BENDANA, JR.

DATED this 8 day of 7, 2003.

ACCEPTANCE

Having been named to accept service of process for AMERICAN PAINT & BODY SHOP, INC., at 800 N.W. 17 AVENUE, MIAMI, FLORIDA 33125, 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.


MANUEL BENDANA,
REGISTERED AGENT

DATED this 8 day of 7, 2003.

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TALLAHASSEE FLORIDA

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