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2004 JUL -2 A 10: 53

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

vero wholesale corp.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
VERO WHOLESALE CORP.

2004 JUL -2 A 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation, and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I: The name of this corporation shall be: VERO WHOLESALE CORP.

ARTICLE II: The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

- a) to do any and all activities required to operate a used cars dealer business.
- b) to carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or thorough or in conjunction with any person, partnership, association or corporation.
- c) to carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.
- d) to such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishments of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefore.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific

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powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

This corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III: The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of stock of \$1.00 par value.

ARTICLE IV: The amount of capital with which this corporation will begin business shall be no less than \$1,000.00.

ARTICLE V: The initial post-office address of the principal office of this corporation is 9465 N.W. 12th. Street, Miami, Florida 33172.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI: This corporation is to exist perpetually.

ARTICLE VII: The Registered Agent for this corporation shall be ALESSANDRO MERCIA and the Registered Office shall be located at 9465 N.W. 12th. Street, Miami, Florida 33172.

ARTICLE VIII: This corporation shall have no less than one Director initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX: The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

ALESSANDRO MERCIA - 9465 N.W. 12th. Street, Miami, Florida 33172.

ARTICLE X: The names and post-office addresses of the first officers of the Corporation, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

ALESSANDRO MERCIA - President/Secretary

9465 N.W. 12th. Street, Miami, Florida 33172.

MARVI JAIMES DE CAMPOREALE - Vice President

9465 N.W. 12th. Street, Miami, Florida 33172.

ARTICLE XI: Both Stockholders and Directors of the Corporation shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XII: All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIII of this Certificate.

ARTICLE XIII: These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's meeting by the majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV: Preemptive Rights: Every Stockholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set my hands and seals this 1st. day of July, 2004.


ALESSANDRO MERCIA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

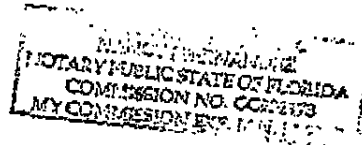
I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the above mentioned State and County to take acknowledgments, personally appeared

ALESSANDRO MERCIA, who executed these Articles of Incorporation, and he acknowledges before me that he subscribes to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, Florida, this 1st day of July, 2004. I relied in the following instrument as identification: Florida driver License No. M621-000-71-407-0.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



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CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AGENT UPON WHOM PROCESS MAY BE SERVED

2004 JUL -2 A 10: 53
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

That VERO WHOLESALE CORP., qualified to do business under the laws of the
State of Florida with its principal office at 9465 N.W. 12th Street, Miami, Florida
33172, has appointed ALESSANDRO MERCIA of the City of Miami, Miami-Dade
County, State of Florida, as its agent to accept service of process within this state and
his registered office is 9465 N.W. 12th Street, Miami, Florida 33172.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



REGISTERED AGENT

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