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(Address)

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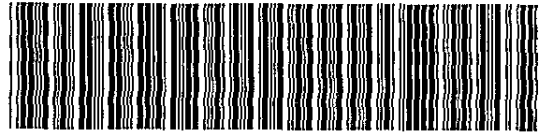
(Business Entity Name)

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05/09/05--01044--001 \*\*122.50

FILED  
05 MAY -9 PM 2:32  
FILING OFFICE

YVON JOLY  
ACCOUNTANT

May 5, 2005  
Secretary of State  
Division of New Corporation  
P. O. BOX 6327  
Tallahassee, Florida 32314


Re: AUTODEAL U.S.A., CORP.

Enclosed please find two copies of Articles of Incorporation  
For the above named corporation.

Also enclosed is a check in the amount of \$122.50 covering  
Resident Agent Fee, Charter Fee, Filing Fee, and Certified copy.

Please mail Certified Copy and any other necessary papers to us  
At 13200 SW 128th STREET STE# F-2, MIAMI, FL 33186.

Sincerely,

  
YVON JOLY

**ARTICLES OF INCORPORATION  
OF  
AUTODEAL U.S.A., CORP.**

The undersigned, acting as incorporator of a corporation under the Florida Law and Florida Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I: NAME**

The name of this corporation is **AUTODEAL U.S.A., CORP.**

**ARTICLE II: DURATION**

The period of its duration is perpetual.

**ARTICLE III: NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activities or businesses permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV: CAPITAL STOCK**

The corporation is allowed to have outstanding at any one time 500 shares of common stock, having a par value of \$1.00 per share.

The percentages of stock distribution among directors are **IGORE AZAEL** With 80% of the stocks, and **EDDY AZAEL** WITH 20% of the stocks.

**ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

Agent:

**IGORE AZAEL  
13930 SW 174<sup>th</sup> STREET  
MIAMI, FL 33177**

Office:

**13930 SE 174<sup>th</sup> STREET  
MIAMI, FL 33177**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI: DIRECTORS**

This corporation shall have (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the BY LAWS of the corporation in the manner provided by law, but shall never be less than one (1). The names of the initial directors of the corporation are:

IGORE AZAEL  
13930 SW 174<sup>th</sup> STREET  
MIAMI, FL 33177

EDDY AZAEL  
13930 SW 174<sup>th</sup> STREET  
MIAMI, FL 33177

#### **ARTICLE VII: INCORPORATORS**

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

IGORE AZAEL  
13930 SW 174<sup>th</sup> STREET  
MIAMI, FL 33177

#### **ARTICLE VIII: NON-RESIDENT DIRECTOR**

Director need not be resident of this State or shareholders unless Articles of Incorporation or By-Laws so require.

#### **ARTICLE IX: BY-LAW AMENDMENTS**

The power to adopt, alter, amend, or appeal the By-Laws of this corporation shall be vested in the shareholders.

#### **ARTICLE X: RESTRICTION ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS**

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of 51% of the shares of the corporation entitled to vote thereon and not otherwise.

#### **ARTICLE XI: INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Incorporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF the undersigned incorporators executed these Articles of incorporation

This 5-DAY of MAY 2005

IGORE AZAEL

A handwritten signature in cursive script, appearing to read "Iгоре Azael", written in black ink.

State of Florida  
County of Dade

BEFORE ME, the undersigned authority this day personally appeared IGORE AZAEL to me known to be the person who executed the foregoing Articles of incorporation, he acknowledged before me that he executed such instrument.

Date this 5 day of MAY 2005

NOTARY PUBLIC  
MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE  
OR PROCESS WITHIN THE STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

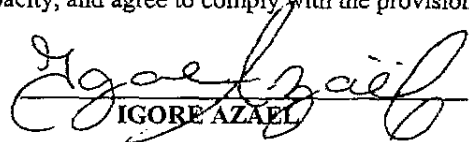
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**In pursuance of Section 48.091, Florida statutes, the following is submitted  
In compliance with said Act.**

That AUTODEAL U.S.A., CORP. a corporation organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 13930 SW 174 STREET MIAMI, Florida 33177 has appointed IGORE AZAEL as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

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.

  
IGORE AZAEL

**State of Florida  
County of Dade**

BEFORE ME, the undersigned authority this day personally appeared IGORE AZAEL to me known to be the person who executed the foregoing Articles of Incorporation, he acknowledge before me that he executed such instrument.

DATED this 5 day of MAY 2005

NOTARY PUBLIC  
SPECIAL AGENT OF STATE  
HILLARY SOFF, FLORIDA  
05 MAY -9 PM 2:32  
FILED