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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GROUPCAR.COM, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
GROUPCAR.COM, INC
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

The undersigned subscriber to these Articles of Incorporation hereby forms the corporation under the laws of the State of Florida, as follows:

FIRST: The name of said corporation shall be GROUPCAR.COM, INC. a Florida Corporation. The mailing address and the street address of the principal office of the corporation shall be: 6870 N. Augusta Dr., Miami, Florida 33015.

SECOND: GROUPCAR.COM, INC. a Florida Corporation, shall have a perpetual duration from the date of filing of these Articles of Incorporation.

THIRD: The sole purpose for which, GROUPCAR.COM, INC a Florida Corporation, is formed is:

- a) to engage in any and all commercial activities; and
- b) to engage in such other lawful acts or activities for which a Corporation may be formed under Florida Statutes.

FOURTH: The maximum number of shares of stock that this corporation is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator. The owner of the shares of stock of the Corporation shall be:

Name: ANDRES COLACIOS

Percentage of Ownership: 49%

Name: S.P. Venta y Alquiler Grupcar S.L.

Percentage of Ownership: 51%

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GROUPCAR.COM, INC
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FIFTH: The corporation shall have a board of directors consisting of no less than one director. The initial board of Directors shall be:

President: ANDRES COLACIOS

Secretary: ALEJANDRO MONTALBAN

SIXTH: The name and mailing address of the corporation's registered agent is AMARAN & SHEFER, P.A. whose mailing address is: 2999 NE 191 STREET, AVENTURA, FLORIDA 33180.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23rd day of November, 2005.



ANDRES COLACIOS By Nera Shefer Authorized Representative
Incorporator

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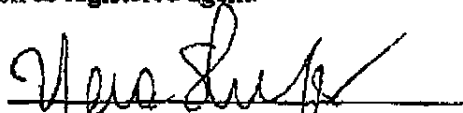
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is: GROUPCAR.COM, INC, a Florida Corporation.
2. The name of the registered agent is AMARAN & SHEFER, P.A.
The address of the registered agent/registered office is: 2999 NE 191 STREET,
AVENTURA, FLORIDA 33180.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: NERA SHEFER, ESQ.

For the Firm

Date: November 23, 2005.

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