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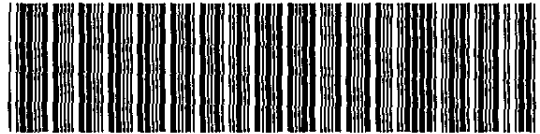
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ARTICLES OF INCORPORATION  
OF  
CLASSIC CARS OF PALM BEACH, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be CLASSIC CARS OF PALM BEACH, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is import, export, wholesale and retail all type of vehicles, trucks or heavy equipments, and any other activities or business permitted under the laws of the United States and the States of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other States and countries.

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To contract debts and borrow money, issue and sell of pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers, of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

### ARTICLE III

#### Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: Five Hundred (500) shares at \$1.00 par value.

### ARTICLE IV

#### Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (500) Dollars.

### ARTICLE V

#### Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 1010 Paseo Castalla, West Palm Beach, 33405, Palm Beach County, Florida. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

This corporate shall have not 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.

ARTICLE VIII

Initial Directors

The names and street addresses of the members of the first Board of Directors are:

ERNESTO PRIEDE	PRESIDENT	3590 S. OCEAN BLVD. #208
	SECRETARY	PALM BEACH, FL. 33480
	TREASURER	

ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which

they agree to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	AMOUNT
ERNESTO PRIEDE	3590 S. OCEAN BLVD. # 208 PALM BEACH, FL. 33480	5000	\$ 5000.00

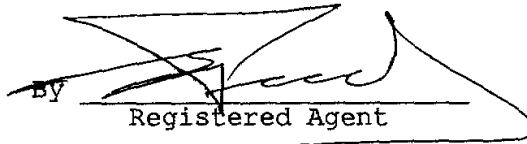
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#### ARTICLE X

##### Registered Agent

The initial designation of the registered office of this corporation shall be 3590 S. OCEAN BLVD. # 208, PALM BEACH, FL. 33480, and the registered agent shall be **ERNESTO PRIEDE**

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above state corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY   
Registered Agent

#### ARTICLE XI

##### Amendment

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by The Board of Directors, proposed by them to the stockholders,

and approved at the stockholders' meeting by a majority of the Stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the incorporates above named, have hereunto set our hands and seals this 2<sup>nd</sup> day of February, 20 06


  
ERNESTO PRIEDE - PRESIDENT


STATE OF FLORIDA  
COUNTY OF

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

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 2<sup>nd</sup> day of February, 20 06.

  
Notary Public  
My Commission expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Carlos L. Suarez  
Commission #DD412022  
Expires: MAR. 27, 2009  
Bonded Thru Atlantic Bonding Co., Inc.