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TO DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ACEGON CORPORATION
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TALLAHASSEE, FLORIDA

OF

ACEGÓN CORPORATION

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this corporation shall be: ACEGÓN CORPORATION.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a). To engage in the business of Dispensing Automobile needs and supplies, including but not limited to Gasolines, Oils parts and Accessories, and any other item needed by motorized vehicles; and to provide all lawful services for the repair and maintenance of vehicles; to engage also in the Business quick sale of foods and/or beverages as a small market, and any other lawful activity related to the main purpose of the Corporation.

CARLOS M. MENDEZ, ESQ.
Fla. Bar No: 232221
1800 West 49th St., #203
Hialeah, Fl. 33012
Tel: (305) 885-3376

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(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

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

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or

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indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be TWO HUNDRED (200) shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organisational meeting, or any other meeting held for that purpose.

The above amount of shares shall represent the total investment of capital as book value and any other funds deposited into the corporation shall be considered shareholders loan. The term funds used above means either cash, goods, or any valuable instrument brought into the corporation.

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ARTICLE IV.

The initial registered office of the corporation is: 2188 N.W. 20th Street Miami Florida 33125 and the initial registered agent at such address is ARMANDO GONZALEZ.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 2188 N.W. 20th Street Miami Florida 33125.

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

ARTICLE VII.

This corporation shall have two directors, 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 VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

ANTONIO ACEA	President & Director	7103 West 19th Ct Hialeah, Florida 33014
ARMANDO GONZALEZ	Vice-Pres/Sec Treasurer & Director	13917 S.W. 8th Terrace Miami Florida 33184

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ARTICLE IX.

The names and Post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ANTONIO ACEA	7103 West 19th Ct Hialeah, Fl 33014	100	\$100.00
ARMANDO GONZALEZ	13917 S.W. 19th Ct Hialeah, Fl 33104	100	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice Presidents; a Treasurer and a Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI.

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 a stockholders' meeting by a majority of the stock entitle to vote thereon.

ARTICLE XII.

In furtherance, and not in limitation of the powers con-

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ferred by Statute, the Board of Directors is expressly authorized:

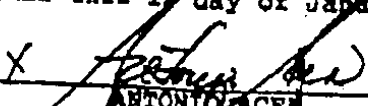

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 12 day of January, 1993.

X 
ANTONIO ACEA

ARMANDO GONZALEZ

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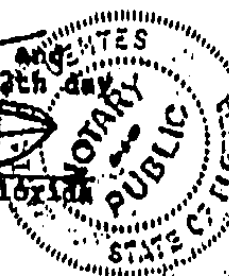
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STATE OF FLORIDA)
COUNTY OF DADE)

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 ANTONIO ACEA and ARMANDO GONZALEZ, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida, this 12th day of January 1995.

[Signature]
Notary Public, State of Florida
at Large



My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 17, 1996
BONDED THRU CENTRAL INS. LTD.

Personally Known X or Produced Identification
Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ARMANDO GONZALEZ, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation and he/she hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.

[Signature]
ARMANDO GONZALEZ

SWORN TO AND SUBSCRIBED before me on this 12th day of January, 1995.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 17, 1996
BONDED THRU CENTRAL INS. LTD.

Personally Known X or Produced Identification
Type of Identification Produced _____

[Signature]
NOTARY PUBLIC



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JAN 17 AM 9:39
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

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MEMO-letter

CARLOS M. MENDEZ

Law Offices • Abogado

1600 West 49th Street, Suite 203 • Hialeah, Florida 33012 • (305) 885-5376 • Fax (305) 558-5338

To BUREAU OF CORPORATE RECORDS

P.O. BOX 6327

TALLAHASSEE, FLORIDA 32314

Date January 31, 1995

Subject ACEGON CORPORATION

100001397971
-02/06/95--01028--002
*****55.00 *****55.00

Dear Sir:

Enclosed please find the Certificate of Amendments of Articles of Incorporation on the above referred Corporation that we would like to have filed with your office. Enclosed please find a check in the amount of \$55.00 to cover the fee for filing and Changing of Registered Agent. Please return one of the copies to our office once it has been filed for our records, also enclosed is a self-addressed envelope for your convenience. Thank you for your cooperation as to this matter.

Sincerely,

CARLOS M. MENDEZ, LAW OFFICES

CMM/mef

ARTICLES
-CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
ACEGON CORPORATION

95 FEB -3 AM 8:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, President and Secretary, respectively of ACEGON CORPORATION a corporation organized under the laws of the State of Florida and located in the City of Miami Florida, hereby certify:

1. The name of the corporation is ACEGON CORPORATION.
2. The Article of Incorporation is amended by the following resolution adopted by the shareholders on January 17, 1995.

Resolved, that the Articles of Incorporation shall be amended so that Articles IV, VIII, IX is eliminated, and the following substituted for Articles:

NEW ARTICLE IV

The street address of the registered office of this corporation is 2188 N.W. 20th Street Miami, Fl 33125.

The name of the Registered Agent of this Corporation at this address is BARBARA GONZALEZ.

NEW ARTICLE VIII

The name and post office address of the Directors of the Corporation are:

SILVIA ACEA	President & Director	7103 W. 19th Court Hialeah, Fl. 33014
BARBARA GONZALEZ	Vice-President/Sec Treasurer & Director	13917 S.W. 8th Terr Miami Florida 33184

NEW ARTICLE IX

The name and post office of the stockholders of the Corporation are:

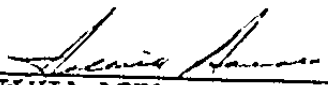
SILVIA ACEA	7103 West 19th Ct Hialeah, Fl. 33014	100	\$100.00
BARBARA GONZALEZ	13917 S.W. 8th Terr Miami Florida 33184	100	\$100.00

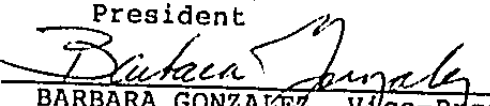
3. The above resolution was adopted by the Board of Directors and by the shareholders unanimously.

Signed and dated at Hialeah, Florida, this 30th day of January, 1995.

The undersigned BARBARA GONZALEZ is familiar with and accepts the duties and responsibilities as registered agent for said corporation as appointed in the foregoing Certificate of Amendments.

(CORPORATE SEAL)


SILVIA ACEA,
President

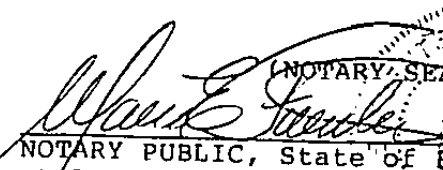

BARBARA GONZALEZ, Vice-Pres.
Secretary & Register Agent

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of January, 1995, by SILVIA ACEA and BARBARA GONZALEZ, who is personally known to me or who have produced Personally known, as identification and who did take an oath.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 17, 1995
BONDED THRU GENERAL INS. UND.


(NOTARY SEAL)
NOTARY PUBLIC, State of Florida
at Large.