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TALLAHASSEE, FLA.

10th of JANUARY - 19 95

Division of Corporations,
Tallahassee, Florida.-

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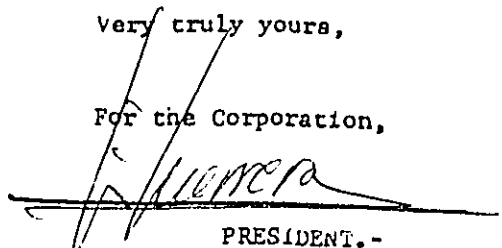
Gentlemen:

RECEIVED
TALLAHASSEE, FLA.
JAN 17 1995

Enclosed you will find our remittance in the amount
of \$ 127.50 ----- corresponding to the Registration Fees for
the Corporation: EXCLUSIVE AUTO CENTER CORPORATION -

Very truly yours,

For the Corporation,


PRESIDENT.-

encl.-

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RECORDED
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION

OF

EXCLUSIVE AUTO CENTER CORPORATION-

WE, the undersigned, hereby associate together for the - purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the laws of said - State, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

EXCLUSIVE AUTO CENTER CORPORATION -

(hereinafter referred to as the corporation). Its Registered - Office shall be located at 595 E.9th Street, Hialeah, Fl. 33010- in the County of Dade. Its Registered Agent shall be ENRIQUE GUERRERO- located at - 595 E.9th St. Hialeah, Fl. 33010- County of Dade, State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal - generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything -- necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or - purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporation of this character.

i. _____.

ARTICLE III
CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED - (100) shares of par value.

For incorporation purposes, each share will have a nominal value set a FIVE DOLLARS - (\$ 5.00) per share as consideration.

b. Said Shares of common stock to have par value. All shares to be issued fully paid and non assessable. The capital stock of this corporation may be paid in lawful money of the U.S. or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be not less than FIVE HUNDRED DOLLARS -
(\$ 500.00).-

ARTICLE V
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than TWO
(-2-) persons.

ARTICLE VII
INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who,

subject to the provisions of these Articles of Incorporation, the -
By-Laws and the Act of the Legislature approved June 1, 1925, and
the actas ammendatory thereto, shall hold office for the first year
of the corporation's existence, or until their successors are elect-
ed and shall have qualified, are the following:

Title:	Name:	Addresses
PRESIDENT:-	Enrique Guerrero-	1825 W.44 Pl. No.1002,Hialeah, Florida, 33012.-
SECRETARY-TREASURER-	ALFREDO ARGUELLES-	;750 W.46th St.Apy.128,Hialeah, Florida, 33010.-

ARTICLE VIII

*SUBSCRIBERS

The names and addresses of each subscriber to these Articles
of Incorporation and the number os shares which each agrees to take
are as follows:

NAME & TITLE:	ADDRESS:	SHARES.
Enrique Guerrero,President-	1825 W.44th Pl.No.1002, Hialeah, Florida, 33012.-	-50-
Alfredo Arguelles-	1750 W.46th St. Apt.128,Hialeah, Florida, 33010.-	-50-

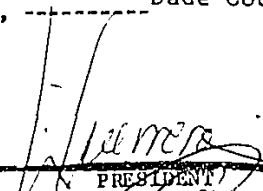
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs
of the corporation and the provision creating and limiting the --
powers of the corporation,the directors and the stockholders,or any
class of stockholders of the corporation,shall be controlled by the
By-Laws which shall be adopted by the stockholders of the corpor-
ation as soon as practicable after de Corporation shall be formed
which said By-Laws may,from time to time and whenever necessary,
be ammended by the Board of Directors of the corporation.

IN WITNESS WHEREOF,the undersigned have made and signed these
Articles of Incorporation at Hialeah, ----- Dade County,Florida,-
for the uses and purposes aforesaid.

Witnesses:



PRESIDENT

SECRETARY

TREASURER

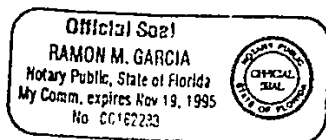
I HEREBY CERTIFY that on this 10th day of JANUARY -----
19 95 -, before me personally appeared ENRIQUE GUERRERO AND ALFREDO -
ARGUELLES,-----
who are PRESIDENTE AND SECRETARY-TREASURER,-----
respectively, to me well known to be the persons described as
subscribers in and who executed the foregoing ARTICLES OF --
INCORPORATION and acknowledged before me that the subscribed -
to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH -FL.- Dade County, this 10th day of
JANUARY - 19 95 - , A.D.



Notary Public, State of Florida

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE -
SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

-- -- --In pursuance of Chapter 43.091, Florida Statutes, the
following is submitted in compliance with said act.

-- -- --FIRST: That EXCLUSIVE AUTO CENTER CORPORATION -----

desiring to organize under the Laws of the State of Florida, with
its principal office, as indicated in the articles of incorporation
at 595 E. 9 Street, Hialeah, Florida. 33010-----

County of DADE - State of Florida, has named ENRIQUE GUERRERO -
_____, located at 595 E. 9th St. Hialeah, Fl. 33010-----

_____, County of DADE - State of Florida, as its
REGISTERED AGENT, to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).--

-- -- --Having being named to accept service of process for the
above stated Corporation, at place designated in this certificate,
I hereby accept to act in this capacity and agree to comply with
the provision of said Act relative to keeping open said office.


REGISTERED AGENT

CS 30117 10 1987