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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 0-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001391))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAN OAR SYSTEMS, INC.
FAX AUDIT NUMBER: H95000001391 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/02/1995 TIME REQUESTED: 15:10:06
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

12 FEB -2 PM 4:21

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ARTICLES OF INCORPORATION
OF
AMERICAN CAR SYSTEMS, INC.

FILED
25 FEB -2 PM 5:06
TALLAHASSEE, FLA.

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be AMERICAN CAR SYSTEMS, INC.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in

RAOUL GARCIA-VIDAL, P.A.
COLUMBUS CENTER
SUITE 1450
ONE ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
FLORIDA BAR NO.: 209589

the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

C. The foregoing shall be construed as enumerating both objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and the Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00)

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DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 2445 N.W. 39th Avenue, Miami, Florida 33142, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, ESQ., who is located at the street address of COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five (5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in

the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

NAME

LEYDA FERGUSON

ADDRESS

4240 S.W. 108th Avenue
Miami, Florida 33165

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

NAME

SANDRA LEZCANO

ADDRESS

9765 S.W. 126th Terrace
Miami, Florida 33176

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

The stockholder or stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the


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Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 30th day of January, 1995 for the uses and purposes last aforesaid.


SANDRA LEZCANO


STATE OF FLORIDA }
COUNTY OF DADE } SS

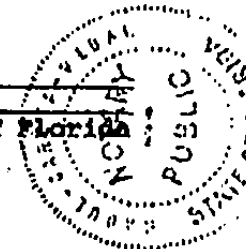
BEFORE ME, the undersigned authority to take acknowledgments and administer oaths, personally appeared SANDRA LEZCANO, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation of AMERICAN CAR SYSTEMS, INC., and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 30th day of January, 1995.

NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES: Feb. 8, 1995.
BONAFIDE NOTARY PUBLIC UNDERSIGNED.

Print:


RAOUL GARCIA-VIDAL
NOTARY PUBLIC, State of Florida
at Large



My commission expires:

H9500000139F

H9500 0001391

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCEEDS WITHIN
THIS STATE, HAVING RESIDENT AGENT UPON
WHOM PROCEEDS MAY BE SERVED

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT AMERICAN CAR SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 2445 N.W. 39th Avenue, Miami, Florida 33142, has named RAOUL GARCIA-VIDAL, ESQ., located at the COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, as its Registered Agent to accept process within the State of Florida.

BY:


RAOUL GARCIA-VIDAL, Registered Agent

ACKNOWLEDGEMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named 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 in regard to keeping open said office.

BY:


RAOUL GARCIA-VIDAL

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FILED
95 FEB -2 PM 5:46
TALLAHASSEE, FLORIDA

P95000009022



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 3, 1996

AMERICAN CAR SYSTEMS, INC.
2445 N.W. 39TH AVE.
MIAMI, FL 33142

SUBJECT: AMERICAN CAR SYSTEMS, INC.
Ref. Number: P95000009022

Debit Memo #: 12196-D

This is to inform you that check #399 in the amount of \$225.00 submitted with the annual report for AMERICAN CAR SYSTEMS, INC. has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

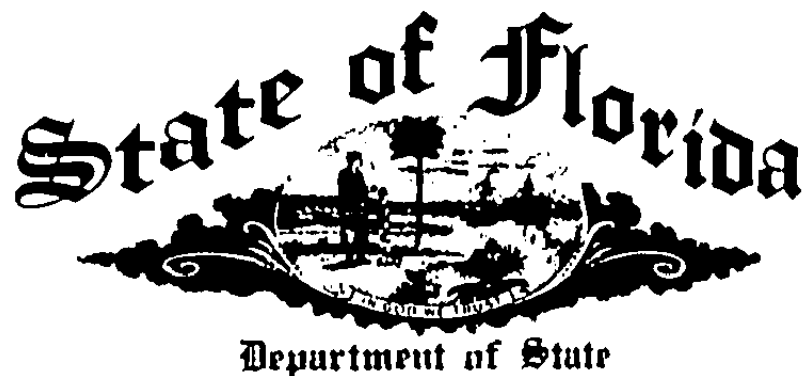
Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 3, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 096A00041222



CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for AMERICAN CAR SYSTEMS, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of November 14, 1996 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P95000009022.

P95000009022

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Fourteenth day of November, 1996



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State