

P950000/3586

Leopoldo de la Hoz
3785 NW 82ND AVENUE STE 102
Miami, Florida 33166

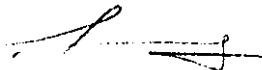
February 2nd, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE. DIPAOLO TRANS AM, INC.

Enclosed find three copies of the Articles of Incorporation for the above captioned corporation. Also enclosed is a check in the amount of \$122.50, representing \$35 filing fee; \$35 resident agent fee (Resident Agent Certificate Enclosed), and \$52.50 for the certified copy of the Articles of Incorporation to be returned to the above address for our records.

Very truly yours,



Leopoldo de la Hoz.

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****122.50 ****122.50

FILED

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2/17/95
P95-13586

ARTICLES OF INCORPORATION
OF

DIPAULO TRANS AM. INC.

the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

DIPAULO TRANS AM. INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under laws of the United States and this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of Common Stock with par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principle office of this corporation in the State of Florida is:

7411 CARLYLE AVE STE 1 MIAMI BEACH, FLORIDA 33141-2628

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

ARTICLE VII - DIRECTORS

This corporation shall have ____ Director/s. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise

interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transaction, and may vote there at to authorized any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
PAULO LUCAS BOSCHI	7411 CARLYLE AVE STE 1 MIAMI BEACH, FL. 33141

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
PAULO LUCAS BOSCHI	7411 CARLYLE AVE STE 1 MIAMI BEACH, FL. 33141

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special Meetings of Stockholders may be called by a majority of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII - 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 a stockholders' Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of Corporate existence of this corporation shall be upon filing hereof in the office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber(s) of the Article of Incorporation has hereunto set his hand(s) and seal(s) this 17th day of February, 1995.



STATE OF FLORIDA)
) ss:
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 _____,
to me know to be the person(s) described as Subscriber(s) in and
who executed the foregoing Article of Incorporation, and he
acknowledged before me that he subscribed to these Articles of
Incorporation.

WITNESS my hand and official seal in the County and State
named above this 7th day of February, 1995.

Le
NOTARY PUBLIC, STATE OF FLORIDA

Name: _____

Commission #: _____

My Commission Expires:



LEOPOLDO DE LA HOZ
MY COMMISSION # CC373579 EXPIRES
May 18, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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

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1955 FEB 15
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In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--that DIPAULO TRANS AM, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation at City of Miami,
County of Dade, State of Florida has named PAULO LUCAS BOSCHI
located at 7411 CARLYLE City of MIAMI BEACH, County of DADE State
of Florida 33141-2628, as its agent to accept service of process
within this state.

Having been 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.

By:

Paulo Lucas Boschi
Resident Agent.

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FILED

97 APR 28 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIPAOLLO TRANS AM, INC.
P. O. Box 547093
Surfside, Florida 33154

Secretary of State
Division of Corporations
P. O. Box 1500
Tallahassee, Florida 32302

To whom this may concern:

This letter is to inform you that DIPAOLLO TRANS AM, INC. is moved to the address described above. Please make all changes necessary as to the mailing address as well as the agent address for future information. If you need to call with any questions, my telephone number is (305) 868-7596.

Thank you for your attention in this matters.

Sincerely yours,


Paulo Boschi.



P95000013586



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

Paulo L. Boschi
8926 Collins Avenue #8
Surfside, FL 33154-3513

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*****35.00 *****35.00

SUBJECT: DIPAOLO TRANS AM, INC.
Ref. Number: P95000013586

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 15 AM 10:58

Please complete the enclosed form to change the address of the registered agent of the subject corporation. The filing fee is \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 597A00028584

Re address change

FILING 35
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

Sg 7/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 15 AM 10: 58

STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS

Pursuant to the provisions of section 607.0502(3), 617.0502(3), 607.1508(2), or 617.1508(2), Florida Statutes, the undersigned registered agent of a corporation organized under the laws of the State of submits the following statement in order to change the registered office in Florida.

1. The name of the corporation: DIPAULO TRANS AM, INC

2. The street address of the current registered office:

7411 Carlyle Ave., Suite 1

Miami Beach, FL 33141-2628

3. The street address of the new registered office:

8926 COLLINS AV# 8

SURFSIDE FL 33154.9513

The corporation has been notified in writing of this change.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Date: JUNE 01, 1997


(Signature of Registered Agent)

PAULO BOSCHI

(Printed or Typed Name)

INHS28(6/95)

FEE: \$35.00