

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

PA50000018706

_____ of _____
 RE: Carrera Auto
works, Inc

NAME _____
 ADDRESS _____
 PHONE () _____
 Service: Top Priority _____ Regular _____
 One Day Service Two Day Service
 To us via _____ Return via _____
 Matter No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
_____ Corp. Address		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		

500001-124105
 -03/08/95--01002--022
 *****70:00- *****70:00-

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

95 MAR 8 AM 10:51
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MAR 8 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN Will Pick Up 823-8 1200

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
CARRERA AUTO WORKS, INC.

FILED
95 MAR -8 AM 10: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profits.

ARTICLE I

The name of this corporation shall be:

CARRERA AUTO WORKS, INC.

Its business shall be carried on at Dade County, Florida, and at such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at: 2026 N.W. 23 Court, Miami, Florida.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I: To engage in the business of car repairs, and auto sales.

SECTION II: To engage in any business and to execute any or all the powers authorized and permitted by virtue

of the Corporate Law of the State of Florida. This corporation shall have all the general powers, but no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 500 shares at \$1.00 par value.

ARTICLE IV

The minimum capital requirements of this corporation shall be that which is required by Florida law.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located in Dade County, Florida, and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The business of this corporation shall be conducted

by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII

The names and post office addresses of the First Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

NAME	ADDRESS
Carlos A. Lopez	2026 N.W. 23 Court Miami, Florida
Diana Lopez	2026 N.W. 23 Court Miami, Florida
Carlos Lidsky	145 East 49th Street Hialeah, Florida

The offices to be held by the above-named Directors are as follows:

NAME	OFFICE
Carlos A. Lopez	President
Diana Lopez	Vice-President
Carlos Lidsky	Secretary/Treasurer

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each

agrees to take is as follows:

NAME	ADDRESS	NO. OF SHARES	VALUE
Carlos A. Lopez	same as above	500	\$1 par

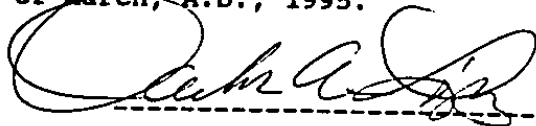
ARTICLE X

The street address of the initial registered office and initial resident office of this corporation is 145 E. 49th St., Hialeah, FL 33013 and the name of the initial registered agent and resident agent of this corporation at that address is CARLOS LIDSKY, ESQUIRE.

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 7th day of March, A.D., 1995.

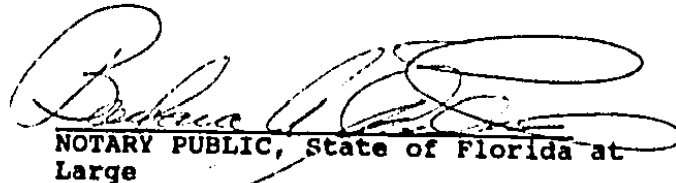


CARLOS A. LOPEZ, President

STATE OF FLORIDA))
COUNTY OF DADE) SS.

BEFORE ME, the undersigned authority personally appeared CARLOS A. LOPEZ, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Hialeah, in the State of Florida and County of Dade, this 7th day of March, 1995.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:

OFFICIAL NOTARY SEAL
BARBARA A CALVINO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC158068
MY COMMISSION EXP. MAY 3, 1996

FILED

95 MAR -8 AM 10: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

That **CARRERA AUTO WORKS, 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 Hialeah, County of Dade, State of Florida, has named Carlos Lidsky, Esquire, located at City of Hialeah, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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: 

Registered Agent