

P95000020902

TERESA DIAZ
4675 WEST 18 COURT, #412
HIALEAH, FLORIDA 33012

March 10, 1995

Secretary of state
409 E. Gaines Street
Tallahassee, FL 32399

Re: File a Corporation

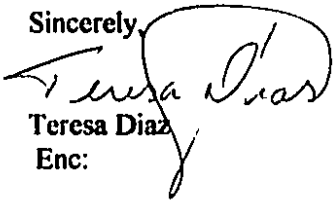
Dear Sir/Madam:

Enclosed please find Articles of Incorporation to be file. Please Federal Express back to me to the fallowing address. Our account Number is #1082-4794-0.

Ritter, Feinstein & Zaretsky
555 N.E. 15 Street, Suite 100
Miami, FL 33132

Should you have any questions please feel free to call me at 305-372-0933.

Sincerely,


Teresa Diaz
Enc:

*Return
Fed X !!!*

900001428959
-03/14/95--01078--020
*****75.00 *****75.00

FILED
95 MAR 13 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTER MAR 15 1995

FILED

95 MAR 13 AM 9 22

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

AUBURN MOTORS, 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 shall be:

AUBURN MOTORS, INC.

The principal place of business of this corporation shall be at 4675 W. 18 CT., #412, Hialeah, Fl. 33012.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, and owning.

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 having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4675 W. 18 Ct., #412, Hialeah, Fl. 33012, and the name of the initial registered agent of the corporation at that address is TERESA DIAZ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 2 officer(s) and 2 director(s), initially. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Teresa Diaz, D, P, S
4675 W 18 Ct., #412
Hialeah, Fl. 33012

Gustavo Guerra, VP & T
234 SW 48 Ave.
Miami, Fl. 33134

ARTICLE VII. INCORPORATOR

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

Teresa Diaz
4675 W 18 Ct., #412
Hialeah, Fl. 33012

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10 day of March, 1995.

By: Teresa Diaz

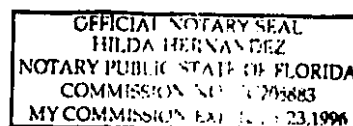
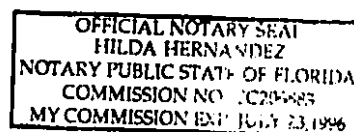
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10 day of March, 1995.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires:



FILED
95 MAR 13 AM 9:22
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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

AUBURN MOTORS, 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 TERESA DIAZ located at 4675 W. 18 Ct., Miami, Florida 33012 as its agent to accept service of process within this State.



Officer

ACKNOWLEDGEMENT BY DESIGNATED AGENT

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.



TERESA DIAZ

P95000020902

TERESA DIAZ
4675 WEST 18 COURT, #412
HIALEAH, FLORIDA 33012

April 11, 1995

Secretary of state
409 E. Gaines Street
Tallahassee, FL 32399

600001454806
-04/12/95--01092--004
*****35.00 *****35.00

Re: File an Articles of Amendment

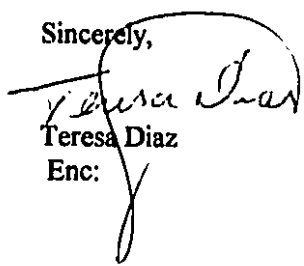
Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Auburn Motors, Inc., to be file. Please Federal Express or mail back to me a copy to the fallowing address. Our account Number is #1082-4794-0.

Teresa Diaz
4675 West 18 court, #412
Hialeah, FL 33012

Should you have any questions please feel free to call my office at 305-372-0933.

Sincerely,



Teresa Diaz

Enc:

4/18
rc
TLL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 AM 10:53



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1995

TERESA DIAZ
4675 W. 18TH CT.
#412
HIALEAH, FL 33012

SUBJECT: AUBURN MOTORS, INC.
Ref. Number: P95000020902

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 395A00015943

TERESA DIAZ
4675 WEST 18 COURT, #412
HIALEAH, FLORIDA 33012

March 10, 1995

Secretary of state
409 E. Gaines Street
Tallahassee, FL 32399

Re: File an Article of Amendment to the Article of Incorporation.

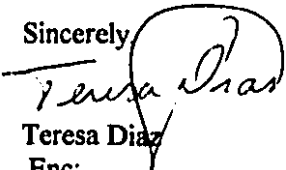
Dear Sir/Madam:

Enclosed please find an Article of Amendment to be file. Please Federal Express back to me to the fallowing address. Account Number is #1082-4794-0.

Teresa Diaz
4675 West 18 Court #412
Hialeah, FL 33012

Should you have any questions please feel free to call me at 305-372-0933.

Sincerely


Teresa Diaz
Enc:

~~W95-7485~~

01055, 01071, 00767

RECEIVED
55 APR -3 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
AUBURN MOTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 AM 10:53

DATED: March 29, 1995

By a unanimous vote of all Directors and a unanimous vote of all Shareholders of AUBURN MOTORS, INC., a Florida corporation, originally incorporated on March 13, 1995 said corporation does hereby, pursuant to applicable Florida Statutes, Sections 607.181 and 607.394, amend the existing Articles of Incorporation, as follows:

1. ARTICLE (NAME) is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE FIRST

The name of this corporation is:

ELITE MOTORS OF AMERICA, INC.

The foregoing Amendment was adopted unanimously by all of the Directors and all of the Shareholders of this Corporation entitled to vote by a Resolution Manifesting Intention that Amendment to Articles of Incorporation be Adopted on the 29th day of March 1995.

DATED AT MIAMI, Florida, this 29th day of December, 1995.

AUBURN MOTORS INC.

BY: Teresa Diaz
Teresa Diaz, President

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME the undersigned authority, personally appeared Teresa Diaz, to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Amendment to the Articles of Incorporation as President of the above-named corporation and she did freely and voluntarily acknowledge before me that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in said County and State, this 29 day of March, 1995.

OFFICIAL NOTARY SEAL
HILDA HERNANDEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC205883
MY COMMISSION EXP. JULY 23, 1996

[Signature]
Notary Public