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Examiner's Initials



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 29, 1995

MARTA BAQUES, B.A. 930 E 16 PLACE HIALEAH, FL 33010

SUBJECT: ZULUAGA'S AUTO EXPORT, CORP.

Ref. Number: W95000006885

We have received your document for ZULUAGA'S AUTO EXPORT, CORP., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Letter Number: 195A00014195

Doris McDuffie Corporate Specialist Supervisor

## ARTICLES OF INCORPORATION

OF

# ZULUAGA'S AUTO EXPORT, CORP.

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:

AULUAGA	'S AUTO	EXPORT,	CORP.
			<del></del>

(hereinafter shall be:	referred to as the corporation.) Its Regi	stered and principal office
located at	14629 SW 104TH. ST. SUITE 271	MIAMI, FL. 33186
<del></del>	in the County of Dade.	Its Registered Agent
	FERNANDO ZULUAGA	, located at
14629 SW 1	.04 ST SUITE 271 MIAMI, FL. 33186	County of Dade.
State of Flor		,

#### 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, sub-lease, 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 expediente 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 excercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

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•		N	11	N	ŀ

#### ARTICLE III

#### CAPITAL STOCK

The capital stock of the co	orporation shall consist of:	
a ONE HUNDRED	_(100) shares of 1.00 par value. Fo	r
incorporation purposes, each sha	are will have a nominal value set at -	
ONE DOLLAR	( 1.00	,
per share as consideration.		γ.

- 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 United States 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 n	ot less	than	ONE	HUNDRED	(\$100.00)

#### ARTICLE V

## TERM OF EXISTENCE

. The corporation shall have perpetual existence.

#### ARTICLE VI

#### DOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE (1) persons.

#### ARTICLE VIT

# INITIAL DIPECTORS AND 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 acts amendoffice
atory thereto, shall hold for the first year of the corporation's--existence, or until their successoris are elected and shall have qualified,
are the following:

Title:

Kame:

Address:

PRES/SEC/TREAS.

FERNANDO ZULUAGA

14629 SW 104 ST STE271 MIAMI, FL. 33186

#### ARTICLE VIII

#### SUBSCRIBERS

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

NAME & TITLE

ADDRESS

SHARES

FERNANDO ZULUAGA

14629 SW 104ST.STE 271

-100-

PRES/SEC/TREAS

MIAMI, FL. 33186

#### 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 Ey-Laws which
shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may,—
from time to time and whenever necessary, be amended by the Board of
Directors of the corporation.

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

Witnesses	_ G	0 .
	×tem	Den.
	4 Fembra	President
		Sec-Treas.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR 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  $\Lambda ct$ .

First:	That	ZULUAGA'S AUTO EXPORT, CORP.
desiring to	organize	under the Laws of the State of FLORIDA, with
its principa	&soffice	, as indicated in the articles of Incorporation at
14629 SW	104TH.	ST. STE. 271 MIAMI, FL. 33186
County of	DADE	State of Florida, Has named: FERNANDO ZULUAGA

located at 14629 SW 104TH. ST. SUITE 271. MIAMI. FL. 33186

(Street address and number of Luilcing)

County of DADE

State of FLORIDA, as its agent to accept service of process within this state.

ACIGIOWLEDGEMENT. - Must be signed by designated agent. -

Having been named to accept service of process for the abovestated Corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Resident Agent

SSAPR -4 PM 3-71

I HEREBY CERTIFY that on this 7TH day of MARCH.
19 95, before me personally appeared FERNANDO ZULUAGA
and, President and Secretary-Treasurer
respectively, to me well known to be the persons decribed as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incor-
poration.
IN WITNESS WHEREOF, I have bereunto set my official seal
and hand at MIAMI , Dade County, this 77% day of MARCH
1995 A. D.
· 1
My Commission expires: Notary Public, State of Florida
M. BAQUES MY COMMISSION # CC 341675 EXPIRES: February 5, 1098 Bended Thru Norsy Rubs: Underwriters