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JOHN S. FLETCHER
DIAL DIRECT (305) 570-0432

April 27, 1995

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*****70.00 *****70.00

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314


Re: ARYA International, Inc.
and Auto Sueca International, Inc.

Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation of ARYA International, Inc. and Articles of Incorporation of Auto Sueca International, Inc. Our check for \$70.00 is enclosed as the filing fee.

Also enclosed is a photocopy of each of the enclosed Articles of Incorporation. Please acknowledge filing of each and return the acknowledged copies to the undersigned.

Very truly yours,


John S. Fletcher

JSF/pmr
Enclosures

FILED
95 MAY -1 PH 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 4 1995

FILED

95 MAY -1 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARYA INTERNATIONAL, INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

ARYA International, Inc.

ARTICLE II

Duration

The duration of the corporation will be perpetual.

ARTICLE III

Initial Principal Office and Mailing Address

The street address of the initial principal office of the corporation shall be:

4245 Northwest 37th Avenue
Miami, Florida 33142

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office or the mailing address of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered address is:

Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher.

ARTICLE VI

Incorporator

The name and address of the incorporator are:

John S. Fletcher
Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VII

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VIII

Board of Directors


The number of directors constituting the initial board of directors is three. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

Hernan Acuña
4245 Northwest 37th Avenue
Miami, Florida 33142

Francisco Rivera
4245 Northwest 37th Avenue
Miami, Florida 33142

Francisco Alvarez
4245 Northwest 37th Avenue
Miami, Florida 33142

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 28th day of April, 1995.



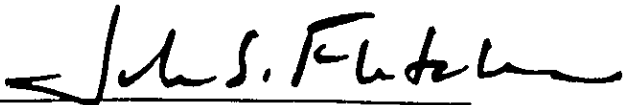
John S. Fletcher,
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of ARYA INTERNATIONAL, INC. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: April 28, 1995.



John S. Fletcher
Registered Agent

FILED
95 MAY - 1 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA