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(SAMPLE LETTER OF TRANSMITTAL)

Date MAY 22, 1995.

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re JULYSON MOTORS, INC.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$ 122.70

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Julio Herrera
(individual's name)
JULIO HERRERA.

JULYSON MOTORS, INC.
(name of corporation)

FILED STATE
SECRETARY OF CORPORATIONS
95 MAY 26 AM 8:00

MAILING ADDRESS OF CORPORATION		
JULYSON MOTORS, INC.		
6907 N.W. 50th St.		
Miami, Fl. 33166 PHONE (305) 592-9033		
() Area Code	_____ Number	_____ Ext.

OK 6/2/95-

ARTICLES OF INCORPORATION

of

JULYSON MOTORS, INC.

(name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 26 AM 8:00

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JULYSON MOTORS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	JULYSON MOTORS, INC.		
ADDRESS	6907 N.W. 50th St.		
CITY	Miami,	FLORIDA	ZIP 33166

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	DANILO HERRERA		
ADDRESS	6907 N.W. 50th St.		
CITY	Miami,	FLORIDA	ZIP 33166

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JULIO HERRERA - PRESIDENT		
ADDRESS	6907 N.W. 50th St.		
CITY	Miami,	STATE	Fl. ZIP 33166
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JULIO HERRERA		
ADDRESS	6907 N.W. 50th Street		
CITY	Miami,	STATE	Florida
		ZIP	33166
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of MAY, 1995.

Julio Herrera (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF DADE) SS

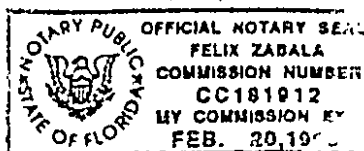
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

JULIO HERRERA

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this _____ day of May 23, 1995.

(Notary Seal)



Felix Zabala
 (Notary Public, State of Florida at Large)

My Commission expires

FELIX ZABALA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF REGISTERED AGENT

95 MAY 26 AM 8:00

OF

JULYSON MOTORS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the Laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 6907 N.W. 50th Street

Miami, Florida 33166

has named DANILO HERRERA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Danilo Herrera
(registered agent)