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LETTER OF TRANSMITTAL

95 JUN 17 1995

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

800001520438
-06/22/95--01041--006
*****70.00 *****70.00

Subject: American Cap Exchange, Inc.

Gentlemen:


6/16

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

This represents the cost of the filing fees, certified copy of the Articles of Incorporation, and fee for Registered Agent Designation for the above named corporation.

FROM: Ahmed Elhaddad
10802 SW 88 St. #P-8
Miami, FL 33176
(305) 270-1459

Very truly yours,


Ahmed Elhaddad

NANCY HENDRICKS JUN 20 1995

ARTICLES OF INCORPORATION

FOR

AMERICAN CAP EXCHANGE, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is: AMERICAN CAP EXCHANGE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4240 NW 133 Street Bay - B
Miami, Florida 33054

ARTICLE III - SHARES

The Corporation is authorized to issue ONE THOUSAND (1000) shares of Twenty Dollar(s) (\$20.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ahmed Elhaddad
10802 SW 88 Street #P-8
Miami, Florida 33176

ARTICLE V - INCORPORATORS

PRESIDENT:

Ahmed M. Elhaddad
10802 SW 88 Street #P-8
Miami, Florida 33176

VICE PRESIDENT / SECRETARY:

Ovidio D. Mendez
19360 EAST ST ANDREWS
Miami, Florida 33015

TREASURER:

Sherif Elhaddad
10802 SW 88 Street #P-8
Miami, Florida 33176

The undersigned incorporators have executed these Articles of Incorporation this

15 day of June, 1995

Ahmed M. Elhaddad

PRESIDENT

AHMED M. ELHADDAD
10802 SW 88 Street #P-8
MIAMI, FLORIDA 33176

Ovidio D. Menendez

VICE PRESIDENT / SECRETARY

OVIDIO D. MENDEZ
19360 EAST ST ANDREWS
MIAMI, FLORIDA 33015

TREASURER

SHERIF M. ELHADDAD
10802 SW 88 Street #P-8
MIAMI, FLORIDA 33176

In Witness Whereof the above signed subscribers have executed these Articles of Incorporation this 15 day of June, 1995

Caridad E. Menendez

NOTARY PUBLIC

CARIDAD E. MENDEZ

STATE OF FLORIDA)

COUNTY OF DADE)

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

AHMED M. ELHADDAD, and OVIDIO D. MENDEZ,

known to me and known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

In Witness Whereof, I have herunto affixed my hand and seal, in the State and County aforesaid this 15 day of June, 1995

Caridad E. Menendez

NOTARY PUBLIC

CARIDAD E. MENDEZ
NOTARY PUBLIC

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1996

AMERICAN CAP EXCHANGE, INC.
4240 N.W. 133RD STREET
BAY B
MIAMI, FL 33054

SUBJECT: AMERICAN CAP EXCHANGE, INC.
Ref. Number: P95000047859

We have received your document for AMERICAN CAP EXCHANGE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 696A00007354



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
96 MAR 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

I, QUIDIO MENDEZ, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, QUIDIO MENDEZ, hereby resign as SECRETARY of
(Title)
AMERICAN CAR EXCHANGE, INC., a Florida corporation;
(Name of Corporation)

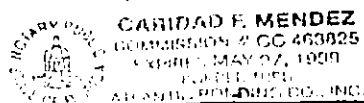
That the corporation has been notified in writing of the resignation.

[Signature]
Signature of resigning officer/director

Sworn to and subscribed before me this 10 day of November 1995

[Signature]
NOTARY PUBLIC

My Commission Expires:



#CC 463825

FILING FEE IS \$35.00