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CARLOS A. BUSTINZA
Requestor's Name
7118 COLLINS AVENUE
Address
MIAMI BEACH, FLORIDA 33141
City State Zip Phone

RECEIVED JUL 21 1995
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CORPORATION(S) NAME

PERU AUTO SALES, CORP.

2nd chance = Peru Autos, Corp.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | |
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ARTICLES OF INCORPORATION

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95 JUL 21 AM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

THE NAME OF THIS CORPORATION IS PERU AUTO SALES, CORP.
and the mailing address is 7118 Collins Avenue, Miami Beach,
Florida 33141.

ARTICLE II

DURATION

This corporation shall have a perpetual existence, unless dissolved
according to law.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or
all business for which corporation may be incorporated under the
Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares
of One Dollar (1.00) par value common stock, which shall be
designated "COMMON SHARES."

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this
corporation is 7118 Collins Avenue, Miami Beach, Florida 33141 and
the name of the initial registered agent of this corporation at
that address is Carlos A. Bustinza.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

This corporation shall have (3) (three) Director(s) initially. The number of Director(s) may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this corporation is/are:

Adolfo E. Lora
7118 Collins Avenue
Miami Beach, Fl 33141

Carlos A. Bustinza
7118 Collins Avenue
Miami Beach, Fl 33141

Angel G. Manfugas
7118 Collins Avenue
Miami Beach, Fl 33141

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, one in the right of the corporation to procure a judgement in its favor) by reason of the fact that her or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust, or other enterprise in any capacity, at the request of the corporation.

ARTICLE VIII

OFFICERS

The officers of this corporation shall be as follows:

Adolfo E. Lora	President
Carlos A. Bustinza	Vice President
Angel G. Manfugas	Secretary & Treasurer

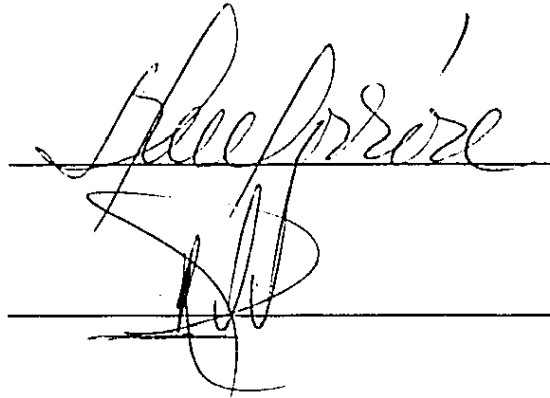
ARTICLE IX

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are as follows:

Angel G. Manfugas	Carlos A. Bustinza
7118 Collins Avenue	7118 Collins Avenue
Miami Beach, Fl 33141	Miami Beach, Fl 33141

The undersigned incorporator(s) has/have executed these Articles of Incorporation on this 12th day of July, 1995.



Two handwritten signatures are present, each written over a horizontal line. The top signature is a cursive script that appears to read 'Angel G. Manfugas'. The bottom signature is also in cursive and appears to read 'Carlos A. Bustinza'.

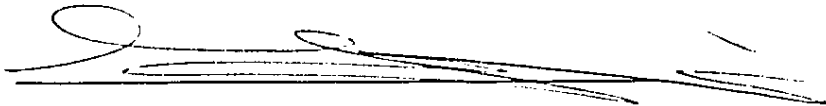
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, notary public authorized to take acknowledgements in the state and county set forth above personally appeared Angel G. Manfugas and Carlos A. Bustinza known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 12th day of July, 1995.

My commission expires:



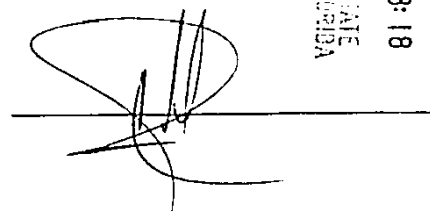
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 Florida Statute, the following is
submitted, in compliance with said Act:

First -- That PERU AUTO SALES, CORP.
desiring to organize under the laws of the State of Florida with
its principal office at 711 Collins Avenue, City of Miami Beach,
County of Dade, State of Florida, has named Carlos A. Bustinza
located at 7118 Collins Avenue, City of Miami Beach, County of
Dade, State of Florida, as its agent to accept service of process
within this state.

Having been named to accept service of process of the above
stated corporation, at the 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.

By:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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