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TO DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF REVENUE 495 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-33408
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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FAX: (305) 541-3770

(((H95000010321))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DINO'S AUTOMOTIVE, INC.
FAX AUDIT NUMBER: H95000010321 CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/15/1995 TIME REQUESTED: 09:12:13
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15

SEP 15 1995
TALLAHASSEE, FL

(11)

A F F I D A V I T


STATE OF FLORIDA)
 :
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DONALD L. CULP, who, after having been duly sworn, deposes, and says:

1. That your Affiant was the President/Secretary/Director and sole stockholder of DINO'S AUTOMOTIVE, INC., a Florida Corporation, which was administratively dissolved.

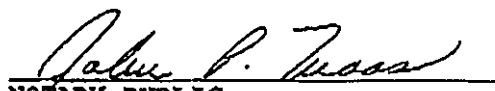
2. That your Affiant does not intend on reinstating DINO'S AUTOMOTIVE, INC. and hereby releases the use of the name to Marlon Saenz for the new corporation, DINO'S AUTOMOTIVE, INC.

FURTHER AFFIANT SAYETH NAUGHT.



 DONALD L. CULP

The foregoing instrument was acknowledged before me this 14th day of September, 1995, by DONALD L. CULP, who is personally known to me or who has produced Fl. Drivers License as identification and who did not take an oath.



 NOTARY PUBLIC
 Print Name: JOHN P. MAAS
 Commission No: _____

My Commission Expires:

Prepared by:
 John P. Maas, Esq.
 44 NE 16 Street
 Homestead, FL 33030
 305-247-7132
 FI 601-435910

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ARTICLES OF INCORPORATION

OF

DINO'S AUTOMOTIVE, INC.

EFFECTIVE DATE
9/14/95

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

DINO'S AUTOMOTIVE, INC.

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TALLAHASSEE, FLORIDA

The principal office is located at 18631 S.W. 105th Place, Perrine, Florida 33157.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MARLON SAENZ	11311 NW Seventh Street Apartment 1 Miami, Florida 33172	100

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIIIINITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, is:

NAMEADDRESS

MARLON SAENZ

11311 NW Seventh Street
Apartment 1
Miami, Florida 33172ARTICLE IXVOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XPRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

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corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or director, to the full extent permitted by law.

DATED this 14th day of September, 1995.

Marlon Saenz
MARLON SAENZ

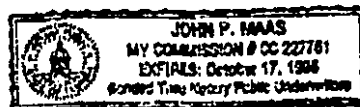
STATE OF FLORIDA)
 :
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MARLON SAENZ, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 14th day of September, 1995.

My Commission Expires:

John P. Maas
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: JOHN P. MAAS
Commission No: _____



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT DINO'S AUTOMOTIVE, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: *Harlon Saenz*

HARLON SAENZ

Title: Director / INCORPORATOR

Date: 9-14-95

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *John P. Maas*

JOHN P. MAAS

Date: 9-14-95

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TALLAHASSEE, FLORIDA