

FRANK E. FREEMAN
ATTORNEY AT LAW

3550 BISCAYNE BOULEVARD - SUITE 401
MIAMI, FLORIDA 33137

P950000 72477

Transmittal Letter

TELEPHONE
31 576-5043

FILED
SEP 18 AM 9 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 1, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, for ~~0.00~~ corporations, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

Law Offices of Frank Freeman

Bernadette Keiper
Bernadette Keiper, CLA

Enclosures

ARTICLES OF INCORPORATION
OF
ACE MOTOR CAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Ace Motor Car, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any all lawful legal services permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation

is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3550 Biscayne Blvd., Suite 401, Miami, Florida 33137, and the name of the initial Registered Agent for the corporation at that address is FRANK FREEMAN, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII INITIAL BUSINESS ADDRESS

The initial business address of the corporation shall be as follows: 8750 Northwest 27 Avenue, Miami, Florida

ARTICLE VII BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The names and addresses of the initial director(s) of this corporation are:

Name	Address
Guillermo A. Sanchez President/Secretary	8750 NW 27 Avenue Miami, Florida
Manuel Sanchez Vice-President/Treasurer	8750 NW 27 Avenue Miami, Florida

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she

may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken; and any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

VIII DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

X INCORPORATOR

The name and address of the person signing these Articles is:


Frank Freeman
3550 Biscayne Boulevard, Suite 401
Miami, Florida 33137

XI BY LAWS

The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by by-laws shall be vested in the shareholders and the board of directors.

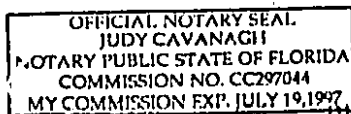
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1st day of September, 1995.

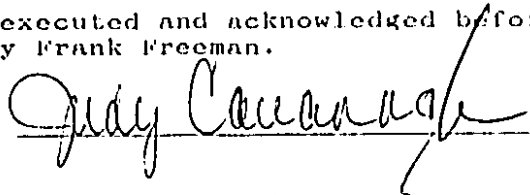
Incorporator:


FRANK FREEMAN

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 1st day of September, 1995, by Frank Freeman.





DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

Acc Motor Car, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at 8750 Northwest 27th Avenue, Miami, Florida, as named FRANK FREEMAN, whose address is 3550 Discayne Boulevard, Suite 401, Miami, Florida 33137, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address in a conspicuous place in the office as required by law.

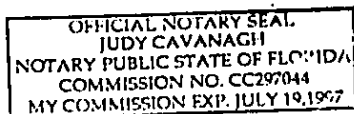
Registered Agent:

FRANK FREEMAN
FRANK FREEMAN

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared FRANK FREEMAN, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 1st day of September, 1995.



FILED
1995 SEP 18 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA