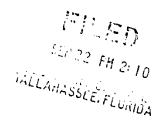
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ARTICLES OF INCORPORATION



ARTICLE I

NAME

THE NAME OF THIS CORPORATION IS $\,$ MELO AUTO SALES, INC. and the mailing address is 6235 N.W. 201 Lane, Miami, Fl. 33015

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 6235 N.W. 201 Lane, Miami, Florida 33015 and the name of the initial registered agent of this corporation at that address is Eduardo Melo

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

This corporation shall have (1) (one) 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:

Eduardo Melo 6235 N.W. 201 Lane Miami, Fl.

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:

Eduardo Melo President & Treasurer

Vice-President & Secretary

ARTICLE IX

INCORPORATOR(S)

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

Eduardo Melo 6235 N.W. 201 Lane Miami, Florida

The undersigned incorporator(s) has/have executed these Articles of Incorporation on this 19th day of September, 1995.

Efeto.

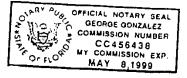
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, notary public authorized to take acknowledgements in the state and county set forth above personally appeared Eduardo Nelo 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 19th day of September, 1995.

My commission expires:





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

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

First -- That MELO AUTO SALES, INC.

desiring to organize under the laws of the State of Florida with its principal office at 6235 N.W. 201 Lane, City of Miami, County of Dade, State of Florida, has named Eduardo Melo located at 6235 N.W. 201 Lane, City of Miami, 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: