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Kenneth W. McCoy, P.A.
Accounting Firm

15150 N.W. 79th Court
Suite 195
Miami Lakes, Florida 33016
Phone: (305) 362-1841

Secretary of State
Corporate Records
P.O. Box 327
Tallahassee, FL 32314


100001682471
-01/09/96--01060--002
*****125.00 *****125.00

RE: Xpress Automotive, Inc.

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for Xpress Automotive, Inc. together with a check for One Hundred and Twenty Five Dollars (\$125.00).

Thank you for your prompt attention to this matter.

Sincerely,

Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.
15150 N.W. 79th Court,
Suite 195
Miami Lakes, FL 33016
(305) 362-1841

ARTICLES OF INCORPORATION

of

Xpress Automotive, Inc.

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be

Xpress Automotive, Inc.
5582 N.E. 4th Court
Miami, FL 33137

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law and its existence upon filing date.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares of Fifty Cents (.50), par value, common stock which shall be designated "common shares".

ARTICLE V - POWER OF SHAREHOLDERS

There shall be no Board of Directors and all affairs normally conducted by a Board of Directors shall be conducted by the shareholders. The shareholders shall have the same power and authority as that of a Board of Directors.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify the officers and shareholders of the corporation to the fullest extent authorized by Section 607.014, Florida Statutes. For the purpose of interpreting this Article and the aforementioned Florida Statute, the shareholder shall be considered a director when the action taken by him for which indemnification is sought is action traditionally conducted by a director.

ARTICLE VII - INCORPORATOR

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

Oswaldo Maytin
934 W. 37th Street
Miami, Florida 33012

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

5582 N.E. 4th Court
Miami, Florida 33137

and the name of the initial registered agent of this corporation at that address is:

Oswaldo Maytin

IN WITNESS WHEREOF, The undersigned incorporator, has executed these Articles of Incorporation, on this 15th day of December 1994.

Oswaldo Maytin
Incorporator

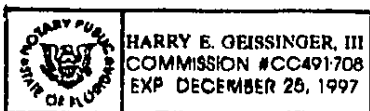
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, a Notary Public, authorized to take acknowledgements in the State and County set forth herein above, personally appeared Oswaldo Maytin, known to be and known by me to be the person who executed the foregoing Articles of Incorporation of Xpress Automotive, Inc., and he/she acknowledged before me that he/she executed these Articles of Incorporation and who produced for identification Florida Driver's License No. M350-640-65-377-0.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, on this 15th day of December 1994.

Harry E. Geissinger, III
NOTARY PUBLIC


My Commission Expires:



REGISTERED AGENT CERTIFICATE

The undersigned hereby accepts the office of Registered Agent for Xpress Automotive, Inc. and agrees to accept service of process for said corporation at the place designated in its Articles of Incorporation as its principal place of business and to act in said capacity in accordance with the laws of the State of Florida.

DATED, at Miami, Dade County, Florida, on this 15th day of December 1994.



Osvaldo Maytin