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LAW OFFICES  
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January 26, 1996

STATE OF FLORIDA, SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

SECRET 1700395  
-01/27/96--01053--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: FERNANDEZ, Jaime  
Our File No: 96-1BJ8  
All Terrain Automotive Corp.

Dear Sir or Madam:

Attached please find Articles of Incorporation for the captioned corporation to be filed pursuant to law. Please return a certified copy of Articles to this office following filing.

Also attached, please find a Designation of Registered Agent and our trust check for the appropriate fees.

Your usual cooperation is appreciated.

Very truly yours,

JOSEPH A. SOLLA

EFFECTIVE DATE  
1-26-96

s/fam  
D-26

enc.: Articles, ALL TERRAIN AUTOMOTIVE CORP.  
Reg. Agent Designation & Acceptance  
Check  
SAE

cc:  
JAIME FERNANDEZ

FEB 1 1996 BSB

FILED  
96 JAN 29 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF,  
ALL TERRAIN AUTOMOTIVE CORP.**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is **ALL TERRAIN AUTOMOTIVE CORP.**

**ARTICLE II. DURATION**

The term of existence of the corporation is perpetual. Corporate existence shall begin on January 26, 1996.

**EFFECTIVE DATE**  
1-26-96

**ARTICLE III. PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with a par value of \$1.00.

**ARTICLE V. REGISTERED OFFICE**

The street address of the principal place of business of the corporation is 10440 N.W. 36th Place, Miami, Florida 33147, and the name of the initial registered agent at such address is JAIME FERNANDEZ.

**ARTICLE VI. DIRECTORS**

This corporation shall have no directors. The business of the corporation shall be managed by the shareholders.

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

JAIME FERNANDEZ  
10440 N.W. 36th Place  
Miami, Florida 33147

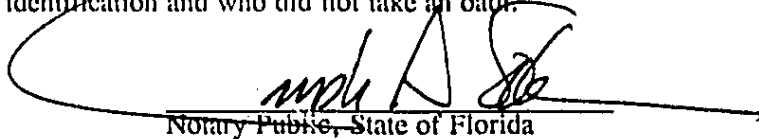
IN WITNESS WHEREOF, the undersigned has subscribed his name this 26 day of January, 1996.

  
JAIME FERNANDEZ

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26 day of January, 1996, by JAIME FERNANDEZ, who is personally known to me or who has produced FLA DL as identification and who did not take an oath.

My commission expires:

  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES  
AND ADDRESSES OF OFFICERS AND DIRECTORS**

The following is submitted in compliance with §48.091, Florida Statutes:

ALL TERRAIN AUTOMOTIVE CORP., a corporation organizing under the laws of the State of Florida, with its principal office at 10440 N.W. 36th Place, Miami, Florida 33147, has named JAIME FERNANDEZ, located at 10440 N.W. 36th Place, Miami, Florida 33147, as its agent to accept service of process within this state.

**OFFICERS:**

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
JAIME FERNANDEZ	President	10440 N.W. 36th Place Miami, Florida 33147

**DIRECTORS:**

NONE

**ALL TERRAIN AUTOMOTIVE CORP.**

By/   
JAIME FERNANDEZ, President

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the registered 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 Florida designated address) in some conspicuous place in the office as required by law.

By/   
JAIME FERNANDEZ, Registered Agent

FILED  
96 JAN 29 PM 12:55  
TALLAHASSEE, FLORIDA