

P96000018004

LIGIA RAMIREZ
8376 NW 64TH ST.
MIAMI FL 33166

February 23, 1996.

FLORIDA DEPARTMENT OF STATE
SANDRA B. MORTHAM
Secretary of State

REF. NEW FILING.

000001724180
-02/26/96--01067--016
****122.50 ****122.50

This is a letter of intent to file R & M AUTO BROKERS as a Florida Corporation. We attached the Articles of Incorporation signed and notarized.

Also we enclosed a check for the filing fee.

We enclosed a set of the articles of incorporation with a stamped envelope, please stamp the date of filing and mail back to us.

Please We need a Copy of The Certificate of Incorporation, we included \$52.50 in the total fee.

Thanks in advance for you help.

Sincerely,

Dmc
2-27-96

FILED
96 FEB 26 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Ligia Ramirez
Director

FILED
96 FEB 26 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
R & M AUTO BROKERS, INC.

ARTICLE I - NAME: The name of this corporation is:

R & M AUTO BROKERS, INC.

ARTICLE II - PURPOSE: The purpose for which this corporation is organized is to engage in any and all activities permitted under the laws of the United States and of the States of Florida.

ARTICLE III - CAPITAL STOCK: This corporation is authorized to issue 100 SHARES OF One Dollar (\$10.00) PAR VALUE each , common stock.

ARTICLE IV - PREEMPTIVE RIGHTS: Each shareholder upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro rata (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others.

"Pro rata " means, in this article, in the proportion the number of shares already owned by the shareholder bears to the total number already issued by the corporation. In case any shareholder does not make use of this preemptive rights, such rights will accrue to the rest of the shareholders also por rata.

ARTICLE V - RIGHT OF FIRST REFUSAL: In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interests therein) , such shareholder (hereinafter referred to as the OFFERING SHAREHOLDER) shall give written notice of such offer to the Secretary of the corporation and to all other shareholders by registered mail at the addresses listed in the corporation's book. The notice to the corporation shall be sent to the corporate officers.

The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price, the price per share, and all other terms and conditions of the proposed transfer. Any other stockholder of the corporation will have 15 days to signify his or her intention to buy and his or her tender of the price, to the stockholder intending to sell, and will also notify the corporation, in writing, of his or her intention of exercising the rights granted by this article. If more than one stockholder intends to exercise the right to purchase, then in that event, each one will have the right to purchase pro rata; "pro rata " meaning, in this article, in a proportion where the numerator is the number of shares already owned by the shareholder exercising the right and where the denominator is the sum of all the share already awned by all shareholders timely expressing their intent to exercise the right to purchase.

In case any shareholder showing any intent to exercise his right, and the number of whose shares of stock has been employed in the above computation, would later desist to purchase, the rights of such shareholder shall accrue, prorata, as defined above, to the other stockholders having timely expressed their intention to purchase.

Similar rights of purchase or option to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders became bankrupt, file for voluntary bankruptcy or someone files to have him declare bankrupt, or makes an assignment in favor of creditor.

The purchase price per share of stock in these cases will be determine by evaluation to be made about the middle of the fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such shares, using approved accounting methods. All certificates of shares of this corporation will carry a rubber stamp reading: "These shares are subject to the provisions of Article V of the Article of Incorporation on regards to prior offer to other stockholders".

Any attempted sale in violation of the provision of this Article is null and void.

(3)

ARTICLE VI - BOARD OF DIRECTORS: This corporation shall have Three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less than one (1).

MARTIN O. MEZA

15555 MIAMI LKWY N. APT.209

President

MIAMI FL 33014

ELIO RAINUZZO

10018 HAMMOCKS BLVD 202

Secretary

MIAMI FL 33196

LIGIA RAMIREZ

6950 NW 186TH ST. APT. 310

Treasurer

MIAMI FL 33015

ARTICLE VII - INCORPORATORS: The name of the persons signing these Articles of Incorporation are:

LIGIA RAMIREZ

6950 NW 186TH ST. APT.310

MIAMI FL 33015

ARTICLE VIII - BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders. In order to have a quorum at any shareholder meeting at least a majority of the outstanding shares of the corporation having a right to vote shall be present. Acts approved by the affirmative vote of the shareholders holding no less than a majority of the outstanding shares of the corporation shall be the acts of the shareholders. In order to constitute a quorum for the transaction of business, a majority of the authorized number of directors shall be necessary. Acts approved by a majority of the directors shall be act of the Board of Directors.

ARTICLE IX - DURATION AND DATE OF COMMENCEMENT: The duration of this corporation is perpetual. The effective date of this corporation is the date of filing with the Secretary of State.

ARTICLE X - INITIAL REGISTERED AND PRINCIPAL OFFICE AND REGISTERED AGENT:

The initial registered and principal office of this corporation is:

8376 NW 64TH STREET MIAMI FL 33166

and the registered agent of this corporation is:

LIGIA RAMIREZ

at the same address.

IN WITNESS WHEREOF undersigned incorporator (s) have executed these Article of Incorporation this Twenty-Second day of February 1996.

Ligia Ramirez
LIGIA RAMIREZ

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared .

LIGIA RAMIREZ (FL DRIVER LICENSE R562-520-65-674-0)

known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation and he/they acknowledge before me that he/they executed the same for the purpose therein expressed. IN WITNESS WHEREOF, Y have hereunder set my hand affixed my official seal, in the State and County aforesaid, this 22 day of February 1996.

Commission No.: CC141923
My commission expires:



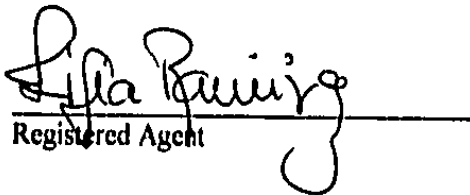

NOTARY PUBLIC - STATE OF FLORIDA

(6)

FILED
96 FEB 26 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the above stated corporation R & M AUTO BROKERS, INC. at the place designated above, 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.

Miami, Florida, 22nd day of February 1996.


Registered Agent