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FLORIDA DIVISION OF CORPORATIONS

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((H96000003501))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: U.S. EUROCARS, INC.
FAX AUDIT NUMBER: H96000003501
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
U.S. EUROCARS, INC.**

The undersigned Incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: U.S. EUROCARS, INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:

2200 N. FEDERAL HWY
HOLLYWOOD, FL 33020

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: GEORGE MAGRI
2200 N. FEDERAL HWY
HOLLYWOOD, FL. 33020

Which is also known as the registered office.

-1-

GEORGE MAGRI
499 E. Sheridan st. # 310
Dania Fl. 33004 TEL. 305-925-0435

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ARTICLE VII. DIRECTORS

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

GEORGE MAGRI
2200 N. FEDERAL HWY
HOLLYWOOD, FL 33020

CLAUDE THOORENS
2200 N. FEDERAL HWY
HOLLYWOOD, FL 33020

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

GEORGE MAGRI
2200 N. FEDERAL HWY
HOLLYWOOD, FL 33020

CLAUDE THOORENS
2200 N. FEDERAL HWY
HOLLYWOOD, FL 33020

ARTICLE XI. AMENDMENT

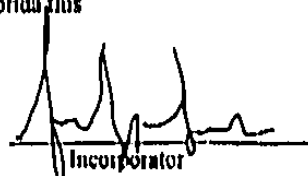
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 12 TH day of MARCH 1996

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)


Incorporator

GEORGE MAGRI


Incorporator

CLAUDE THOORENS

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:

GEORGE MAGRI & CLAUDE THOORENS

known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 12TH day of MARCH 1996


Notary Public, State of Florida

My Commission Expires:

DENIS GAUTHIER
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JUNE 24 1997
NO. CC 297272
BONDED THRU GENERAL INS. UND.

I GEORGE MAGRI
Registered Agent of this Corporation

, by execution hereof, accept the designation as


GEORGE MAGRI

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