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A. ERNEST CRUZ, MBA, J.D. PA

TRANSMITTAL LETTER

Department of State
Division of Corporation
PO Box 6327
Tallahassee FL 32314

SUBJECT: MENENDEZ AUTO BROKER, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above referenced entity, and a check in the amount of \$122.50. Please file said document.

FROM: A. ERNEST CRUZ, MBA, J.D. PA
3900 NW 79 AVENUE, SUITE 326
MIAMI FL 33166

(305) 591-9448

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CORAL SPRINGS, FL 32065

3900 NW 79TH AVENUE
SUITE 326
MIAMI, FL 33166
(305) 591-9448

9825 WEST SAMPLE ROAD
SUITE 207
CORAL SPRINGS, FL 33065
(305) 753-7599

GB 4/30/96

95 MAR 21 11 18 AM '56

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of twenty-one or more, acting as Incorporator of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

- 1. The name of the corporation, hereinafter referred to as the Corporation, shall be Menendez Auto Broker, Inc.*
- 2. The duration of the Corporation shall be perpetual.*
- 3. The object and purpose for which the Corporation is formed is to engage in the ownership and management of an automotive brokerage business and any other business permitted by law.*
- 4. The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar(\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.*

5. *Shareholder have the pre-emptive right to acquire additional shares of stock.*
6. *Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.*
7. *The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.*
8. *The initial registered office and principal place of the Corporation shall be located at: 9605 NW 79TH Avenue, Bay 18, Hialeah Gardens, FL 33016. The initial registered agent is Maria Menendez.*
9. *The following persons shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected: **Maria Menendez**, who resides at **751 Hialeah Drive, Hialeah, FL 33010.***
10. *The incorporators of this corporation are **Maria Menendez**, whom resides at the address stated in Paragraph 9.*

11. *The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.*
12. *The registered agent acknowledges that he/she is familiar with and accepts, the duties and responsibilities of registered agent for this Corporation.*

IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 17 day of April 1996.



Mayra Menendez
Incorporator/Director/Register Agent

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 17 DAY OF APRIL, 1996.



NOTARY PUBLIC

My commission expires: