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TALLAHASSEE, FL 32399
FAX (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000007546))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRO CAR SERVICE, INC.

FAX AUDIT NUMBER:	H96000007546	CURRENT STATUS:	REQUESTED
DATE REQUESTED:	05/29/1996	TIME REQUESTED:	15:10:17
CERTIFIED COPIES:	1	CERTIFICATE OF STATUS:	0
NUMBER OF PAGES:	7	METHOD OF DELIVERY:	FAX
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5/30

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96 MAY 30 AM 8:18
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
PRO CAR SERVICE, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: PRO CAR SERVICES, INC.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

THIS INSTRUMENT PREPARED BY:
[illegible] F. [illegible], P.A.
[illegible] S.W. [illegible], SUITE 201
MIAMI, FLORIDA [illegible]
FLORIDA BAR # [illegible]
(305) 866-9450

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D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar ($1.00) par value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE THOUSAND DOLLARS AND NO CENTS ($1,000.00).

ARTICLE V

This Corporation is to exist perpetually.

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ARTICLE VI

The initial post office address of the registered agent of this corporation is Leonardo F. Brito, P.A. 2600 S.W. 3rd Aven... Suite 301, Miami, Florida 33129 and the name of the initial registered agent of this Corporation is Leonardo F. Brito, P.A. The address of the corporation is 10414 N.W. 27 Avenue, Miami, Florida 33147.

ARTICLE VII

This Corporation shall have at least Two (2) directors. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors and their respective offices is:

NAME	ADDRESS
Carlos Puerta President, Secretary, and Treasurer	3090 Thames Way Miramar, Florida 33025
Pablo Meyeloff, Vice President	Calle Recorpion 9120 Valencia Estado Carabobo, Zona Postal 2002, Venezuela

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ARTICLE IX-Indemnification of Officers and Directors

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Carlos Puerta	3090 Thames Way Miramar, Florida 33025

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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 entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 29th day of May, 1996.

Carlos Puerta, President

STATE OF FLORIDA)
SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 29th day of May, 1996, personally appeared Carlos Puerta, known to me to be the person who executed the foregoing Articles of Incorporation of Pro Car Service, Inc. and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me or who has produced Florida Driver's License as identification, and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 29th day of May, 1996.

NOTARY PUBLIC

My Commission Expires:

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TOTAL P.07

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT [illegible] CAR SERVICE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO, P.A., COUNTY OF DADE, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [signature]
NAME: CARLOS FUENTES, PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

LEONARDO F. BRITO, P.A.
SIGNATURE: [signature]
NAME: LEONARDO F. BRITO, PRESIDENT
DATE: 5/29/96

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96 MAY 30 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A:\96-1040\ARTICLES

P96000045733 Charter Number Only

Joahana

Leonardo J. Brito

Requester's Name

8005 NW 155 St. #B

Address

Miami, FL 33016

City State Zip Phone

369.0880

VALIDATION ONLY

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-09/17/96--01109--003
*****35.00 *****35.00

CORPORATION(S) NAME

Pro Car Service, Inc.

Empire Toll Free: 1-800-432-3028

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( ) Profit ( ) NonProfit	(X) Amendment	( ) Merger
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( ) Certified Copy	( ) Photo Copies	( ) Certificate Under Seal
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[illegible]

[illegible] address of the [illegible]

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[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

IN WITNESS WHEREOF, the sole shareholder has hereto set his hands and seals, and caused these Articles of Amendment to be executed this 13th day of September, 1996.

____
Enrique Villegas J.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was sworn to and acknowledged before me this 13th day of September 1996 by Enrique Villegas J. as President of PRO CAR SERVICE, INC., a Florida corporation, on behalf of the corporation, known to me to be the person described in and who executed the foregoing Agreement for the purposes therein stated, and who is [___] personally known to me, or [✓] has produced Venezuelan Passport as identification.

____
NOTARY PUBLIC, STATE OF FLORIDA

____
Name of Notary Typed, Printed, or Stamped

NOTARY PUBLIC STATE OF FLORIDA

LEONARDO F BRITO
My Commission CC298335
Expires Jun. 29, 1997
Bonded by HAI
800-422-1555

____________ / ____________
Commission Number/Expiration Date

96-1040\amend.art