

P910000062937

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-1111
1-222-0111 FAX

800-342-8006



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 034092 7112718

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 26, 1996

ORDER TIME : 3:12 PM

ORDER NO. : 034092

CUSTOMER NO: 7112718

CUSTOMER: Frederick C. Braun, Esq
FREDERICK C. BRAUN, P.A.

Suite 208
7025 Beracasa Way
Boca Raton, FL 33433

100001806511
-07/29/96--01003--021
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 26 AM 9:40

DOMESTIC FILING

NAME: AMERICA AUTO CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

cf
7/29/96

ARTICLES OF INCORPORATION
OF
AMERICA AUTO CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 26 AM 9:40

The undersigned, acting as incorporators of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be AMERICA AUTO CORP.

The principal address of the corporation at the time of incorporation is 1149 N.W. 13th Street, #5, City of Boca Raton, County of Palm Beach, Florida 33433.

ARTICLE II. DURATION

The duration of this corporation is *perpetual*, unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Frederick C. Braun, Esq., 7025 Beracasa Way, Suite 208, Boca Raton, County of Palm Beach, Florida 33433.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as *director* until the first annual meeting or other meeting called to elect *directors*:

NAME

ADDRESS

Jaime Trujillo

1149 N.W. 13th Street, #5
Boca Raton, Florida 33486

ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

NAME

ADDRESS

Jaime Trujillo

1149 N.W. 13th Street, #5
Boca Raton, Florida 33486

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on July 23, 1996.

Incorporator

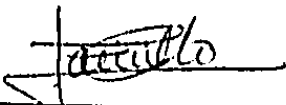

Jaime Trujillo

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 607.0501, Florida Statutes, the following is submitted:

First that AMERICA AUTO CORP., desiring to organize or qualify under the laws of the State of Florida, has named Frederick C. Braun, Esq., located at 7025 Beracasa Way, Suite 208, Boca Raton, Florida 33433, as its agent to accept service of process within Florida.

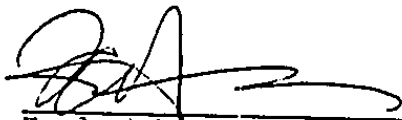
Dated: July 23, 1996.


Jaime Prujillo, incorporator

ACCEPTANCE OF REGISTERED AGENT

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 23, 1996.


Frederick C. Braun, Esq
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 26 AM 9:40