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Aug 29
February 29, 1996

FILED
SEP 29 PM 2:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/29/96--01093--009
****122.50 ****122.50

Re: Z-CAR, Corp.

Dear Sir:

Enclosed herewith please find the original and two (2) duplicate copies of the Articles of Incorporation of the above-captioned corporation.

The duplicate copies have been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copies, certify and return the same to the undersigned.

A check is also enclosed for \$122.50 to cover the following:

Filing Fee:	\$35.00
Resident Agent Fee:	35.00
Certified Copy of Corporate Charter:	<u>52.50</u>

Total: \$122.50

Very truly yours,

CARLOS M. RIPPAS

check No
7175
\$122.50

CMR/mf
Enclosure

nc SEP 4 1996

ARTICLES OF INCORPORATION
OF
Z-CAR CORP.

FILED
95 AUG 29 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter states, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Z-CAR CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 29 day of Aug, 1996.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To sell automobiles.
- b. To purchase, sell, lease, operate, own hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and

Intangible and including chooses in action, either as owner, broker, agent or factor.

c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 60 shares at no par value.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 15760 Bull Run Road, G-367, Miami Lakes, Florida 33014 and the name of the initial registered agent of this corporation at that address is ARMANDO J. GONZALEZ.

ARTICLE VIII

INITIAL BOARD OF DIRECTOR

This corporation shall have initially one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation until the first annual meeting of shareholders or until successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ARMANDO J. GONZALEZ	15760 Bull Run Road,	President
Director/ Officer	G-367 Miami Lakes, Fl 33014	Treasurer

MIRIAM GONZALEZ
Miami, Florida 33015

Officer 19421 W. Saint Andrew Drv. Vice-
President
Secretary

ARTICLE IX - INCORPORATOR

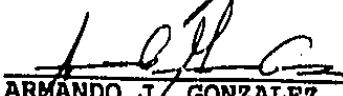
The name and address of the person signing these Articles is:

ARMANDO J. GONZALEZ
1570 Bull Run Road, G-367
Miami Lakes, Florida 33014

ARTICLE X - AMENDMENT

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

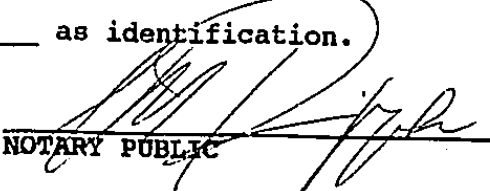
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of Aug., 1996.


ARMANDO J. GONZALEZ
President and Treasurer

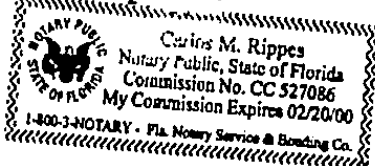
STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 28 day of Aug., 1996 by ARMANDO J. GONZALEZ, who is personally known to me or who has produced Fla. Driver's License as identification.


NOTARY PUBLIC

My commission expires:



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

The Pursuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said Act:

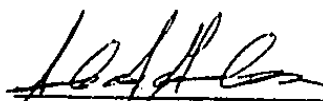
That: X-CAR CORP. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named:

ARMANDO J. GONZALEZ
1570 Bull Run Road, G-367
Miami Lakes, Florida 33014

FILED
96 AUG 29 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above State Corporation, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ARMANDO J. GONZALEZ
REGISTERED AGENT