

P-96000089463

C.I.D.E.S.A, INC.
151 Majorca Avenue, Suite C
Coral Gables, FL 33134
(305) 444-8333

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 3:31

October 17, 1996

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

Re: AMERICA'S PIT-STOP, INC.

400001980504--5
-10/29/96--01076--010
****122.50 ****122.50

Dear Sirs:

We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

	\$ 122.50
	=====

Thank you for your assistance.

Very truly yours,


Francisco J. Fernandez

D. BROWN OCT 30 1996

CERTIFICATE OF INCORPORATION
OF
AMERICA'S PIT-STOP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 PM 3:31

The undersigned hereby subscribes this certificate of
Incorporation for the purpose of forming a corporation under
the laws of the State of Florida, subject to the following
provisions:

ARTICLE ONE

The name of the Corporation shall be
AMERICA'S PIT-STOP, INC.

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the
corporation will have outstanding at any time shall be
500 shares of common stock of \$1.00 par value per share.
All or any part of the capital stock may be paid for either
in lawful monies of the United States of America, or in services,
at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital
in the amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 21 N.W. 132nd. Place, Miami, FL 33182.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Jose Manuel Martin
Chairman-Director

Tania Maria Martin
Director

21 N.W. 132nd Place
Miami, FL 33182.

ARTICLE NINE

The names and post office addressess of the officers of this corporation are :

Jose Manuel Martin
President

Tania Maria Martin
Treasurer & Secretary

21 N.W. 132nd Place
Miami, FL 33182.

ARTICLE TEN

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

Francisco J. Fernández
151 Majorca Avenue, Suite C
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this seventeenth day of October of 1996.

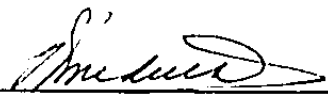


Francisco J. Fernández

STATE OF FLORIDA
COUNTY OF DADE

Before me , the undersigned authority, duly authorized
to adminisiter oaths and take acknowledgments, personally appeared
FRANCISCO J. FERNANDEZ who first having been duly sworn,
executed the foregoing Certificate of Incorporation of :
AMERICA'S PIT-STOP, INC. freely and voluntarily for the purpose
therein expressed.

IN WITNESS WHEREOF, I have hereunto set my
and official seal at Coral Gables, Dade County, Florida this seventeenth
day of October of 1996.



-Rene Medina -Notary Public-
State of Florida at large
My Commission Expires
R. MEDINA
COMMISSION # CC 408859
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Personally known X

Type of Identification produced _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 28 PM 3:31

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

In pursuance of Chapter 49.091, Florida Statutes, the
following is submitted, in compliance with said act:

AMERICA'S PIT-STOP, INC. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the
Articles of Incorporation as the city of Miami, County of Dade, State of
Florida has named **GABRIEL PRATS** with offices at 151 Majorca Avenue,
Coral Gables, FL 33134.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.


GABRIEL PRATS