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*Pedro P. Llaguno*

ATTORNEY AT LAW

2050 CORAL WAY  
SUITE 303  
MIAMI, FL 33145

TELEPHONE:  
(305) 854-0502

November 8, 1996

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

RE.: CHABON AUTO CARE INC.

100002001201--2:  
-11/08/96--01121--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed herewith for filing one original and one copy of the above referred corporation, also enclosed my trust account check No.1040 in the amount of \$122.50 to cover fees.

Please return this office certified copy at the earliest possible time.

Thank you for your attention to this matter.

Very truly yours,

*Pedro P. Llaguno*  
Pedro P. Llaguno

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

PPL:yr

F. OHLSSON NOV 14 1996

CERTIFICATE OF INCORPORATION  
OF  
CHABON AUTO CARE INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, form a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this business corporation shall be:

CHABON AUTO CARE INC.

ARTICLE TWO

NATURE OF BUSINESS

The general nature of business or businesses to be transacted is:  
AUTOMOBILES AND OTHER MOTOR VEHICLES CARE AND REPAIRS.

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

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

ARTICLE FOUR

CAPITAL STOCK

A. Designation: The Stock of this corporation shall be known as common stock.

B. AUTHORIZED: The maximum number of shares of common stock that this corporation may issue is: 1000 SHARES

C. Par Value: Each share of common stock shall have a par value of: TWENTY (\$20.00) DOLLARS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets if this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE FIVE

##### MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than: TWENTY THOUSAND and 00/100 (\$20,000.00) DOLLARS

#### ARTICLE SIX


##### ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 5273 SW 145 AVE. MIAMI, FL 33184 25

#### ARTICLE SEVEN

##### NUMBERS OF DIRECTORS

This corporation shall have two Directors initially, although the number of Directors may be increased or diminished from time to time by the stockholders but shall never be less than one.



ARTICLE EIGHT

FIRST BOARD OF DIRECTORS

PRESIDENT/DIRECTOR: JAIME VINAS - 5273 SW 145 AVE., MIAMI, FL 33175

ARTICLE NINE

SUBSCRIBER ADDRESS

The office of the subscriber of these Articles of Incorporation, the number of shares of stock he agree to take and value of the consideration thereof is: JAIME VINAS, 5273 SW 145 AVE., MIAMI, FL 33175 -

1000 SHARES AT \$20.00 PAR VALUE, TOTAL \$20,000.00

ARTICLE TEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE ELEVEN

RESIDENT AGENT

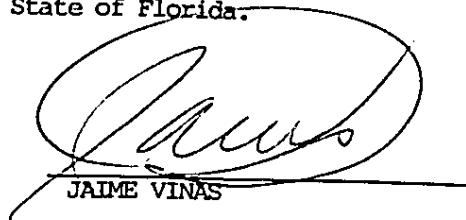
The resident agent of this corporation is:

JAIME VINAS - 5273 SW 145 AVE., MIAMI, FL 33175

The corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.


DATED: November 6, 1996

  
JAIME VINAS


STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared JAIME VINAS, to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.



IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal  
at the city of Miami, County of Dade, State of Florida, this 6<sup>th</sup> day  
of November, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
YOLANDA RICARD  
\_\_\_\_\_  
Printed Name

My Commission Expires:



YOLANDA RICARD  
My Commission CC388881  
Expires Sep. 13, 1998

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act.:

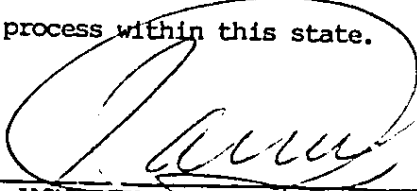
CHABON AUTO CARE INC.

desiring to organized under the Laws of the STATE OF FLORIDA, with its  
principal office indicated in the Articles of Incorporation, at the City  
of Miami, County of Dade, State of Florida,  
has named:

JAIME VINAS  
5273 SW 145 AVENUE  
MIAMI, FL 33175

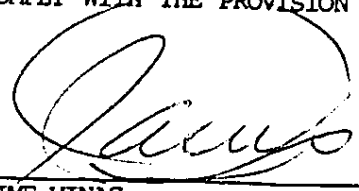
as its agent to accept service of process within this state.

Dated: November 6, 1996

  
JAIME VINAS, PRES./DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT  
TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID  
ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: November 6, 1996

  
JAIME VINAS

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TALLAHASSEE, FLORIDA

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