

P96000099202

November 13th, 1996

900002021929--2
-12/06/96--01033--010
*****70.00 *****70.00

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

Re: Marvel Auto Sales Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of filling fees, Certified copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Edward Duru

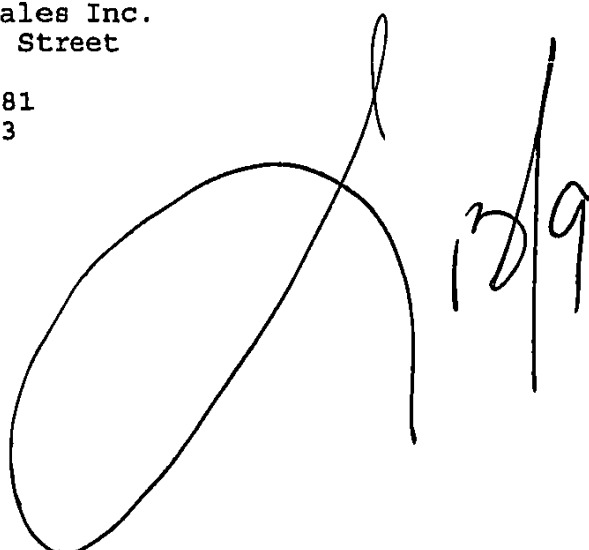


Marvel Auto Sales Inc.
1850 NE 142nd Street
#5S
Miami, FL 33181
(305) 944-2293

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC -6 PM 1:02

FILED



ARTICLES OF INCORPORATION
of
MARVEL AUTO SALES INC.

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

ARTICLE 1 - CORPORATE NAME

The name of the corporation is: MARVEL AUTO SALES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One thousand (1000) shares at \$1.00 par value Common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is:

Edward Duru
1850 NE 142nd Street
#5S
Miami, FL 33181

The mailing address for the corporation is the same as the registered office.

FILED
96 DEC -6 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) person and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed, the original number of Director shall be two (2). The name and address of the initial director of the corporation are as follow:

Edward Duru
1850 NE 142nd Street
#5S
Miami, FL 33181

Chidozie Akanaga
1557 NE 148th Street
Miami, FL 33181

ARTICLE VII - INCORPORATORS

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

Edward Duru
1850 NE 142nd Street
#5S
Miami, FL 33181

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 13th day of November, 1996.

Edward Duru

Edward Duru

STATE OF FLORIDA

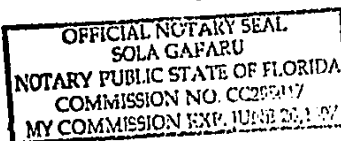
COUNTY OF Broward

BEFORE ME, personally appeared Edward Duru, to be well known and known to me to be the individual who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the foregoing for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above-named on this 13th day of November, 1996.

Notary Public Signature: *Sola Gafaru*

My Commission Expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Marvel Auto Sales Inc.

(name of company)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at: 1850 NE 142nd Street
#58
Miami, FL 33181

has named: Edward Duru

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 provisions of Florida Law in keeping open said office.

Edward Duru
(registered agent)

FILED
96 DEC -6 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA