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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Secretary of State.
Tallahassee Fl.

12/17/96

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*****70.00 *****70.00

Gentlemen :

yesterday 12/16/96 I sended the Articles of Inc.
of Westport Toyota Corporation, but I forgot
To attach the check N° 1240 for the amount of \$70.-

Sorry for the inconvenience caused you.

Thanks, anticipated.

Marta Baque
Marta Baque

12/23/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a. To carry on business in the United States or any foreign -- country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and

agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or--- trust, or otherwise.

e. To purchase, hold and reissue the shares of its - - - capital stock; and to subscribe to purchase, or otherwise - acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the -- -- -- accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear -- conducive or expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby ---

included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or -- otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. NONE

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a ONE HUNDRED (100) shares of \$1.00 par value. For incorporation purposes, each share will have a nominal value set at --
-ONE DOLLAR- (\$1.00).
per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin --
business shall be not less than ONE HUNDRED DOLLARS (\$100.00)

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE
(1) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who,-
subject to the provisions of these Articles of Incorporation, the By-Laws
and the Act of the Legislature approved June 1, 1925, and the acts amend-
atory thereto, shall hold ^{office} for the first year of the corporation's---
existence, or until their successors are elected and shall have qualified,
are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRES-SEC-TREAS	ADOLFO MORENO	9874 N.W. 29th ST. MIAMI, FL. 33172

ARTICLE VIII

SUBSCRIBERS

The names and the addresses of each subscriber to these Articles
of Incorporation and the number of shares which each agrees to take are
as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
ADOLFO MORENO PRES-SEC-TREAS	9874 N.W. 29th ST. MIAMI, FL. 33172	100

BY-LAWS

IN WITNESS, WHEREOF, the undersigned have made and signed
these Articles of Incorporation at. , Dade County, Florida,
for the uses and purposes aforesaid.

President _____
Sec-Asst. _____

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

desiring to organize under the Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of Incorporation at
7441 N.W. 8th STREET, #E, MIAMI, FL. 33126

County of DADE State of Florida, Has named: ADOLFO MORENO

located at 7441 N.W. 8th STREET, #E, MIAMI, FL. 33126

City of MIAMI (Street address and number of building)
County of DADE

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

ACKNOWLEDGEMENT.- Must be signed by designated agent.-

Having been named to accept service of process for the above-
stated Corporation, at place designated in this certificate, I hereby
am familiar with and accept the duties and responsibilities as registered
agent for said corporation.

By: _____

Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

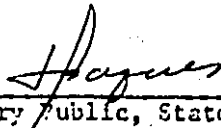
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I HEREBY CERTIFY that on this 13th day of DECEMBER
1996, before me personally appeared ADOLFO MORENO
and _____, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incor-
poration.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH, Dade County, this 13th day of DECEMBER
1996 A. D.

My Commission expires:
M. BAQUES


Notary Public, State of Florida

My commission # CC-741675

Expires: Feb 5 - 1998

Bonded thru Notary Public Underwriters