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Bague's

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National Association  
of Tax Practitioners

96 DEC 18 AM 9:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



MEMBER

Secretary of State.  
Tallahassee FL.

12/17/96

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-12/19/96--01008--003

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

(Priority Mail)  
Yesterday 12/16/96 I sendd the Articles of Inc.  
of Westport Toyota Corporation, but I forgot  
To attach the chd D# 1290 for the amount of \$70.-  
Sorry for the inconvenience caused you.

Thanks anticipated.

Marta Bague  
Marta Bague

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

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### ARTICLE III

#### CAPITAL STOCK

The capital stock of the corporation shall consist of:

a ONE HUNDRED <sup>(100)</sup> 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-  
office  
atory thereto, shall hold 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 &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
ADOLFO MORENO PRES-SEC-TREAS	9874 N.W. 29th ST. MIAMI, FL. 33172	100

ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs-  
of the corporation and the provision creating and limiting the powers  
of the corporation, the directors and the stockholders, or any class of  
stockholders of the corporation, shall be controlled by the By-Laws which  
shall be adopted by the stockholders of the corporation as soon as practic-  
able after the corporation shall be formed, which said By-Laws may,-  
from time to time and whenever necessary, be amended by the Board of  
Directors of the corporation.

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

Witnesses

\_\_\_\_\_  
\_\_\_\_\_  
President  
Sec-  
Treas.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OR 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.

First: That WESTPORT TOYOTA, CORPORATION

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



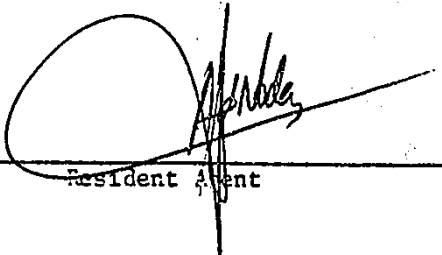
located at 7441 N.W. 8th STREET, #E, MIAMI, FL. 33126

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

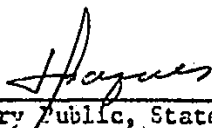
FILED  
96 DEC 18 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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 Incorporation.

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