

# Rodriguez, Kinzbrunner & Company

A Partnership of Professional Associations

Miguel J. Rodriguez, CPA  
David Kinzbrunner, CPA  
Zena Kinzbrunner, CPA

P97000003488

December 9, 1996

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-12/17/96--01104--008  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

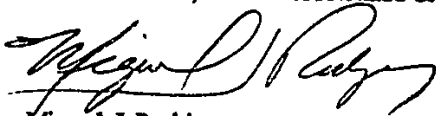
Please find enclosed an original set of the ARTICLES OF INCORPORATION for Celso, U.S.A., Inc., and a check in the amount of \$122.50, for the filing fee.

Celso, U.S.A., Inc. would like this incorporation to be effective upon receipt of and acknowledgment of said Articles, by your office.

Please return any papers or information regarding this to me at the first address listed below. I may be reached between 9:00 and 5:00 Monday through Friday if you require any additional information.

Sincerely yours,

RODRIGUEZ, KINZBRUNNER & COMPANY



Miguel J. Rodriguez

Enclosures (2)

cc: Celso, U.S.A., Inc.

FILED  
97 JAN -7 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Dec 13 Jan 1, 97

w96-26524



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

December 18, 1996

MIGUEL J. RODRIGUEZ  
4801 S. UNIVERSITY DR., STE. 302, W.  
DAVIE, FL 33328

SUBJECT: CELSO U.S.A., INC.  
Ref. Number: W96000026524

We have received your document for CELSO U.S.A., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 496A00056310

# Rodriguez, Kinzbrunner & Company

A Partnership of Professional Associations

Miguel J. Rodriguez, CPA  
David Kinzbrunner, CPA  
Zena Kinzbrunner, CPA

January 6, 1996

Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Please find enclosed an original set of the revised ARTICLES OF INCORPORATION for Celso, U.S.A., Inc., pursuant to your request

Celso, U.S.A., Inc. would like this incorporation to be effective on January 1, 1997 or later.

Please return any papers or information regarding this to me at the first address listed below. I may be reached between 9:00 and 5:00 Monday through Friday if you require any additional information.

Sincerely yours,

**RODRIGUEZ, KINZBRUNNER & COMPANY**

  
Miguel J. Rodriguez

Enclosures (1)

cc: Celso, U.S.A., Inc.

EFFECTIVE DATE  
1/1/97

**ARTICLES OF INCORPORATION**

**OF**

**CELSO U.S.A., INC.**

**FILED**  
97 JAN -7 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of the corporation shall be:

**CELSO U.S.A., INC.**

The principal place of business of this corporation shall be 4801 South University Drive, Davie, FL 33328.

**Article II - Duration**

This corporation shall commence its corporate existence on the later of (1) the date of execution and acknowledgment of these Articles or (2) the date that these articles are received by the Florida Department of State. In no event shall the effective date be earlier than January 1, 1997.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, including, but not limited to importing and exporting automobiles.

**Article IV - Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**Article V - Preemptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 4801 South University Drive, Suite 302-W Davie, FL 33328, and the name of the initial registered agent of this corporation at that address is Miguel J. Rodriguez.

**Article VII - Initial Board of Directors**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

**Lilian del Carmen Lopez Gallardo  
13185 Coronado Lane  
North Miami, Florida 33181-2155**

**Celso Antonio Bravo Benavides  
13185 Coronado Lane  
North Miami, Florida 33181-2155**

**Fernando Esau Perez Jimenez  
13185 Coronado Lane  
North Miami, Florida 33181-2155**

**Jose L. Izzo  
13185 Coronado Lane  
North Miami, Florida 33181-2155**

**Article VIII - Incorporators**

The names and addresses of the person signing these Articles is:

**Jose L. Izzo  
13185 Coronado Lane  
North Miami, Florida 33181-2155**

#### Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

#### Signing of the Articles of Incorporation

The undersigned subscribers have executed these Articles of Incorporation this 13 day of Dec. 1996.

  
Jose L. Izzo, Director

#### Acceptance of Designation

The undersigned, Miguel J. Rodriguez, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
Miguel J. Rodriguez

97 JUN 17 AM 9:24  
FILED  
STATE  
ALLAH...  
FLORIDA