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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: D & A INVESTMENT GROUP, INC.

AUDIT NUMBER.....H97000001886

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

O & A INVESTMENT GROUP, INC.

The undersigned subscribers of these articles of incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the law of the State of Florida.

ARTICLE I: NAME

The name of this corporation is:

O & A INVESTMENT GROUP, INC.

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ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objects and purpose to be transacted and carried on are:

1.- Any and all lawful business.

2.- Any and all lawful business connected with Service Stations

Prepared by: Pedro Erigoyen
2740 N.W. 27th Ave.
Miami, FL 33142
(305) 633-6007

PREPARED BY:

**PEDRO ERIGOYEN
2740 NW 27th AVENUE
MIAMI, FLORIDA 33142**

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3.- And, in general, to carry on any business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

4.- And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: SEVEN THOUSAND FIVE HUNDRED (7500) SHARES OF COMMON STOCK @ ONE DOLLAR (\$1.) PAR VALUE.

ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00 (FIVE HUNDRED DOLLARS)

ARTICLE V: TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 6321 S.W. 109th AVENUE MIAMI, FL. 33173

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within the United States.

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ARTICLE VII: DIRECTOR(S)

This corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than 2

ARTICLE VIII: INITIAL BOARD OF DIRECTOS(S)

The name(s) and post office address(es) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their sucessor(s) are elected and have qualified, are:

ALEX AZNAREZ PRESIDENT 6321 S.W. 109th AVENUE MIAMI, FL. 33173

JUAN A. FLORES SECRETARY 5005 COLLINS AVENUE MIAMI BEACH, FL. 33140

ARTICLE IX: SUBSCRIBERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

ALEX AZNAREZ 6321 S.W. 109th AVENUE MIAMI FL. 33173 THREE THOUSAND SEVEN HUNDRED AND FIFTY (3750) SHARES OF COMMON STOCK @ ONE DOLLAR (\$1.) PAR VALU

JUAN A. FLORES 5005 COLLINS AVENUE MIAMI BEACH FL. 33140 THREE THOUSAND SEVEN HUNDRED AND FIFTY (3750) SHARES OF COMMON STOCK @ ONE DOLLAR (\$1) PAR VALUE.

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ARTICLE X: AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI: DESIGNATION OF RESIDENT AGENT

That ALEX AZNAREZ

located at 6321 S.W. 109th AVENUE
City of MIAMI

State of Florida, is hereby named resident agent for this Corporation to be its agent and to accept services of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept services of process for

O & A INVESTMENT GROUP, INC.

at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

BY.....*[Signature]*.....(Resident Agent)

WE THE UNDERSIGNED, being each and all of the original subscribers to the Capital Stock herein above named for the purpose of forming a Corporation for profit to do business within and without the State of Florida, do hereby make, subscribe acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth as to each of us, and accordingly have hereunto set our hands and seal this 27th day of January of 1997

[Signature]
.....
[Signature]
.....

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to administer oath and take acknowledgements, personally appeared:

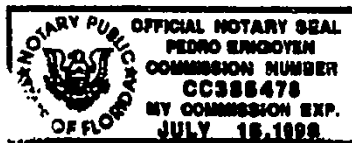
ALEX AZNAREZ

JUAN A. FLORES

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.

WITNESS my hand and seal in the County and State named above this 27th day of JANUARY of 1997

Notary Public, State of Florida at Large



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TALLAHASSEE, FLORIDA