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FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: AUTO FASHION WHOLESALE, INC.

AUDIT NUMBER.....H97000002027

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

CERT. OF STATUS..0

PAGES..... 3

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FROM POST SHELL CORP.

ACE INDUSTRIES/PRINTING CORP KIT

TO

3587832

P.02

P.03

H97-02027

**CERTIFICATE OF INCORPORATION  
OF**

**AUTO FASHION WHOLESALER, INC.**

FILED  
97 FEB -4 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and initial address of this corporation is: Auto Fashion Wholesaler, Inc., 6374 S.W. 42nd Street, Miami, Florida 33155

**ARTICLE I**

The name of the incorporation shall be:

**AUTO FASHION WHOLESALER, INC.**

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be: 6374 S.W. 42nd Street, Miami, Florida 33155.

**ARTICLE III**

The maximum number of share of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of Common Stock having a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE IV**

The initial registered office of this corporation shall be 6374 S.W. 42nd Street, Miami, Florida 33155 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Gerardo Socarras.

**ARTICLE V**

This Corporation shall have one (1) director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one.

**ARTICLE VI**

The name and address of the incorporator is: Gerardo Socarras, 6374 S.W. 42nd Street, Miami, Florida 33155.

H97-02027

Prepared by:  
**ACE INDUSTRIES, INC.**  
54 NW 11th Street  
Miami, FL 33136  
305-358-2571

02-04-1997 11:27

FEB-04-1997 10:14

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FROM

MUST

SHELL CORP.

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P.03

P.04

H97-02027

#### ARTICLE VII

The name and street addresses of the directors of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified shall be:

Name

Address

Gerardo Socarras

6374 S.W. 42nd Street  
Miami, Florida 33155

#### ARTICLE VIII

The Corporation is to have perpetual existence.

#### ARTICLE IX

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 21 day of Jan, 1997.

  
SUBSCRIBER

H97-02027

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST: That Auto Fashion Wholesaler, Inc. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named Gerardo Socarras, located at 6374 S.W. 42nd Street, Miami, Florida 33155, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept services 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 said Act relative to keeping open said office.

By: 

Gerardo Socarras  
Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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