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3/21/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: J.C. AUTOLINE, INC.

AUDIT NUMBER.....H97000004794

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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97 MAR 21 PM 3:20
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TALLAHASSEE, FLORIDA

[Handwritten signature]
3/21/97

ARTICLES OF INCORPORATION

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: J.C. Autoline, Inc.

The principal place of business of this corporation shall be:

939 NW 135 Court
Miami, FL 33182

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000

Prepared by: Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

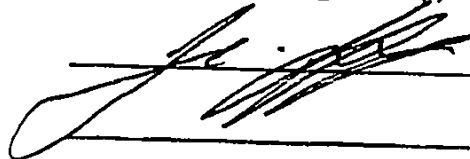
The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Juan Carlos Sopena

ARTICLE VI INCORPORATORS(S)

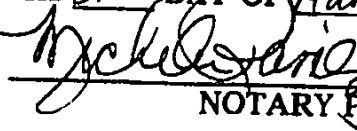
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): Juan Carlos Sopena, 939 NW 135th Court, Miami, FL 33182.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 21, day of March 1997.

Signature(s) of Incorporator(s)



SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 21 DAY OF March 1997.



NOTARY PUBLIC

My commission expires



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: J.C. Autoline, Inc.
2. The name and address of the registered agent and office is:

Juan Carlos Sopena
939 NW 135 Court
Miami, FL 33182

SIGNATURE _____

TITLE _____

DATE _____

3/21/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE _____

3/21/97

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