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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MINPE GENERAL CORPORATION

AUDIT NUMBER.....H97000005162

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

MINPE GENERAL CORPORATION

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
MINPE GENERAL CORPORATION

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of export of parts, accessories etc. for autos etc. ----- and all other lawfull activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The agregate maximum number of shares which this corpora-- tion shall have authority to issue and have outstanding at anyone time is: Three Thousand Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Three Thousand Dollars (\$3,000.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 454 N.W. 22nd Avenue, Suite 209 Miami, Florida 33125.

JOSE C. JIMENEZ, ACCOUNTANT
454 N.W. 22 AVE. #209
MIAMI FL 33125

541-4714

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55/20/05

EMPIRE CORPORATE KIT

MAR-27-1997 16:59

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Jimenez And Associates, P.A.
454 N.W. 22nd Avenue, Suite 209
Miami, Florida 33125

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

| NAME | OFFICE | ADDRESS |
|---------------------------|-----------|---------------------------------------|
| Hugo Caro Gonzalez | President | Ave 15 No. 104-54 Bogota, Colombia |
| Ramon G. Montoya Gallego | Secretary | Ave 15 No. 104-54 Bogota, Colombia |
| Hernan E. Montoya Gallego | Treasurer | Ave 15 No. 104-54 Bogota, Colombia |

ARTICLE X

Distribution to incorporators is as follows:

| | | |
|---------------------------|--------------|-------------|
| Hugo Caro Gonzalez | 1,000 Shares | \$ 1,000.00 |
| Ramon G. Montoya Gallego | 1,000 Shares | \$ 1,000.00 |
| Hernan E. Montoya Gallego | 1,000 Shares | \$ 1,000.00 |

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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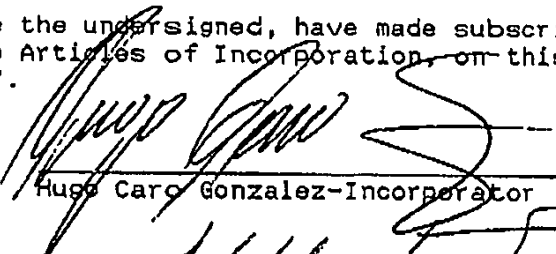
ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the - by-laws.

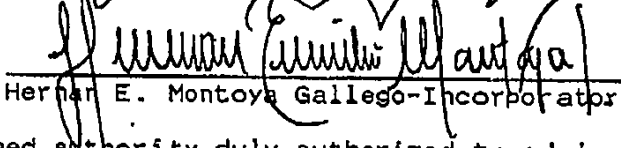
IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 26th Day of March 1997.


Hugo Caro Gonzalez-Incorporator


Ramon G. Montoya Gallego-Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)


Hernan E. Montoya Gallego-Incorporator

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- HUGO CARO GONZALEZ, RAMON GUILLERMO MONTOYA GALLEGO AND HERNAN EMILIO MONTOYA GALLEGO ----- who after first being duly sworn, executed the foregoing ---- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official - seal at Miami, said County and State, this 26th Day of March 1997.


NOTARY PUBLIC, State of Florida at
large.



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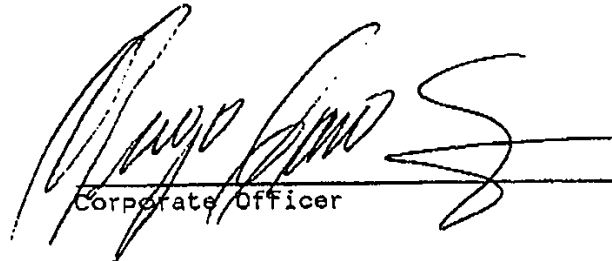
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

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.

The name of the Corporation is MINPE GENERAL CORPORATION

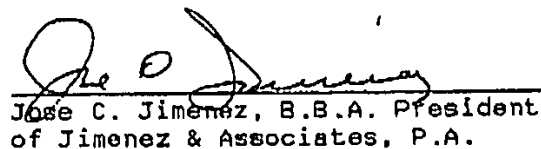
The name and address of the Registered Agent and office is
JIMENEZ AND ASSOCIATES, P.A. 454 N.W. 22nd AVENUE, Suite 209
Miami, Florida 33125


Corporate Officer

Title: President

Dated: March 26, 1997.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, I hereby agree to act in this capacity, and further --
agree, to comply with the provisions of all statutes relative
to the proper and complete performance of my duties; and ---
accept the duties and obligations of section 607.325., Flori-
da Statutes.


Jose C. Jimenez, B.B.A. President
of Jimenez & Associates, P.A.

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