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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: AUTOMOTRIZ VALENCIA, CORP.

AUDIT NUMBER.....H97000006190

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: AUTOMOTRIZ VALENCIA, CORP.
REF: W97000008874

We have received your document for AUTOMOTRIZ VALENCIA, CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000006190
Letter Number: 097A00019317

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
AUTOMOTRIZ VALENCIA, CORP.

ARTICLE I - NAME:

The name of this corporation is: AUTOMOTRIZ VALENCIA, CORP.

ARTICLE II - DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

ELENA DIAZ DE VILLEGAS
ATTORNEY AT LAW
12260 SW 8TH STREET, SUITE 224
MIAMI, FLORIDA 33184

FL. BAR NO. 347493

(305) 551-2600

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fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation
is: 2175 N.W. 22 Street, Miami, Florida 33142

The name of the initial registered agent of this corporation is:

FRANCISCO MARROQUIN,
2301 N.W. 7th Street, Suite A
Miami, Florida 33125

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is (are):

DORA JOSEFINA TOVAR

ARTICLE VIII - INDEMNIFICATION:

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

ARTICLE IX - INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

DORA JOSEFINA TOVAR, 10301 S.W. 43 Street, Miami, Fla 33165

IN WITNESS WHEREOF, the undersigned subscriber(s) has
(have) executed these Articles of Incorporation this 16 day of
April, 1997.

STATE OF FLORIDA)
COUNTY OF DADE)


DORA JOSEFINA TOVAR

BEFORE ME, the undersigned authority, personally appeared
DORA JOSEFINA TOVAR, known to me and known to me to be the
person(s) who executed the foregoing Articles of Incorporation,

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TALLAHASSEE, FLORIDA

and acknowledged before me that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 16th day of April, 1997, by DORA JOSEFINA TOVAR who is personally known to me or who has produced passport, as identification and who did take an oath.

Elena Diaz de Villagas

NOTARY PUBLIC

ELENA DIAZ DE VILLAGAS

Print Name

Commission No: _____

Commission Expires: _____

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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: FRANCISCO MARROQUIN as its agent to accept service of process within the State of Florida, with the registered address at:

2301 N.W. 7th Street, Suite A
Miami, Florida 33125

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

DATED: THIS 16 DAY OF April, 1997.

Francisco Marroquin
REGISTERED AGENT

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