

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 222-8877 • 1-800-342-8062 • Fax (904) 222-1222

PA70000043412

*Alliance Lease
New & Used Cars,
Corp.*

700002180307--0
-05/15/97--01072--018
****122.50 ****122.50

<input checked="" type="checkbox"/>	Art of Inc. File	97 MAY 15 PM 4:31 RECEIVED DIVISION OF CORPORATION
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Name Reservation	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	97 MAY 15 PM 2:01 RECEIVED DIVISION OF CORPORATION
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

K.R. MAY 16 1997

TX!

Signature _____

Requested by: *Jim*

5/15 *3:00*

Name _____

Date

Time

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
Alliance Lease New & Used Cars, Corp.**

FBI
97 MAY 15 PM 4:31
STATE OF FLORIDA
TALLAHASSEE

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is:

Alliance Lease New & Used Cars, Corp.

ARTICLE II: NATURE OF BUSINESS

The general nature of business and the objects and purposes to be transacted are:

1. Any activity or business permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or enhance the value of its properties.
3. And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any 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, draw and accept and negotiate bonds and mortgages, 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 one time is:

ONE THOUSAND (1000) shares at \$1.00 PAR VALUE EACH SHARE.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: ADDRESS

The initial post office address of the principal office of this corporation in the STATE of FLORIDA is:

15610 SW 105 Ln., Apt. 607E, Miami, Fl 33196

The board of Directors 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.

ARTICLE VI: DIRECTORS

This corporation shall have one director 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 one.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of certificate of Incorporation, by the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations existence, or until their successors are elected and have qualified, are:

**Anibal De Jesus
15610 SW 105 Ln.
Apt. 607E
Miami, Florida 33196**

PRESIDENT AND TREASURER

**Diego Calderon
14024 SW 10th St.
Miami, Fl 33184**

VICE PRESIDENT AND SECRETARY

ARTICLE VIII: SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore:

Anibal De Jesus	FIVE HUNDRED (500) SHARES
15610 SW 105 Ln.	
Apt. 607E	
Miami, Florida 33196	

Diego Calderon	FIVE HUNDRED (500) SHARES
14024 SW 10th St.	
Miami, Fl 33184	

ARTICLE IX: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:

15610 SW 105 Ln. Apt 607E, Miami, Florida 33196

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

Anibal De Jesus

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in a 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' meeting by 100% of the stock entitled to vote thereon.

ARTICLE XI: INDEMNIFICATION

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

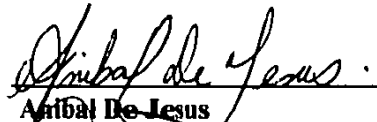

ARTICLE XII: INCORPORATORS

The name(s) and address(es) of the person(s) signing as incorporator(s) to these Articles of Incorporation are:

Anibal De Jesus
15610 SW 105 Ln.
Apt. 607E
Miami, Florida 33196

Diego Calderon
14024 SW 10th St.
Miami, FL 33184

WE THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, subscribe and 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 hereinabove set forth as to each of us, and accordingly, have hereunto set our hands and seals this 12th day of May, 1997.

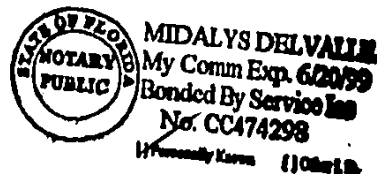

Anibal De Jesus

Diego Calderon

STATE OF FLORIDA)
COUNTY OF DADE)

The forgoing instrument was acknowledged and sworn to before me this 12 day of May, 1997, by Anibal De Jesus & Diego Calderon of Alliance Lease New & Used Cars, Corp.

(SEAL)


Notary Public
My Commission Expires



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 is: _____

Alliance Lease New & Used Cars Corp.

2. The name and street address of the registered agent and office is: _____

15610 SW 105 LN. APT 607E

H. omi, #/ 33,96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

07 MAY 15 PM 4:31

Ernest De Koven