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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

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NAME: CAPI AUTOMOTIVE, INC.

AUDIT NUMBER.....H97000010203

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CAPI AUTOMOTIVE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statutes (the "Florida General Corporation Act") as follows:

ARTICLE I. NAME

The name of the corporation: CAPI AUTOMOTIVE, INC.

ARTICLE II. CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is to engage in any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issued and have outstanding at any one time is One Thousand (1,000) shares of common stock, One (\$ 1.00) Dollar par value.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be 5483 N.W. 72 AVENUE, MIAMI, FLORIDA 33166.

J.R. FERREIRO, JR., P.A., C.P.A.
18339 N.W. 68 AVENUE
MIAMI, FLORIDA 33015
(305) 826-2402

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ARTICLE VI. DIRECTORS

The number of directors constituting the initial board of directors shall be one (1). The number of directors may increased or decreased as provided by the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial directors are:

President/Secretary

Reineri A. Cabrera
3425 Collins Avenue #805
Miami Beach, Florida 33140

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Reineri A. Cabrera
3425 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VIII. REGISTER AGENT

The name and address of the initial Register Agent of the Corporation is:

Reineri A. Cabrera
3425 Collins Avenue
Miami Beach, Florida 33140

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price which it is offered to others.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

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IN WITNESS WHEREOF, the incorporator have signed these Articles of Incorporation this 20 day of June, 1997.

Raineri A. Cabrera
Raineri A. Cabrera - Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 20 day of June, 1997, by Raineri A. Cabrera, Incorporator of CAPI Automotiva, Inc., a Florida Corporation on behalf of the corporation. He has identified himself to me with a valid Florida Drivers License, number C166-721-56-328-0 and did take an oath.

WITNESS MY HAND and official seal, this 20 day of June, 1997.

Eduardo J. Gurch
Notary Public, State of Florida



EDUARDO J. GURCH
MY COMMISSION / COMMISSION EXPIRES
December 18, 1997
RENEWED THIS DAY FOR ANOTHER YEAR.

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First: CAPI Automotive, Inc., desiring to organize under the laws of the State of Florida with its principal office, as designated in the Articles of Incorporation at Dade County, Florida, has named Reineri A. Cabrera, 3425 Collins Avenue, Miami Beach, Florida 33140, as its resident agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Reineri A. Cabrera - Resident Agent

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TALLAHASSEE, FLORIDA

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