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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: CITY LINE AUTO SALES, ~~INC.~~ <sup>Group, Inc.</sup>

AUDIT NUMBER.....H97000010851

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 2, 1997

RAFAEL R. MARTINEZ  
1550 WEST 84TH ST., STE. 77  
HIALEAH, FL 33014

SUBJECT: CITY LINE AUTO SALES, INC.  
REF: W97000015304

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau  
Document Specialist

FAX Aud. #: H97000010851  
Letter Number: 497A00034558

**ARTICLES OF INCORPORATION  
OF  
CITY LINE AUTO SALES GROUP, INC.**

**ARTICLE I- NAME**

The name of this Corporation is : **CITY LINE AUTO SALES GROUP, INC.**

**ARTICLE II- DURATION**

This corporation shall have a perpetual existence commencing on the Date of Filing.

**ARTICLE III- PURPOSE**

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV- CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation is:  
**EDWARD D. GONZALEZ 4371 N.W. 200<sup>TH</sup> STREET MIAMI, FL 33055**  
The Principal Place of Business of the Corporation shall be : **10495-A N.W. 27<sup>TH</sup> AVE  
MIAMI, FL 33147**

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors are:

NAME	ADDRESS
<b>EDWARD D. GONZALEZ PRESIDENT</b>	<b>4371 N.W. 200<sup>TH</sup> ST MIAMI, FL 33055</b>
<b>LIDIA M. FELIZ VICE-PRESIDENT</b>	<b>20431 N.W. 46<sup>TH</sup> AVE MIAMI, FL 33055</b>
<b>MONICA MEJIA SEC. AND TREASURE.</b>	<b>18820 N.W. 47<sup>TH</sup> AVE MIAMI, FL 33055</b>

PREPARED BY:  
**RAFAEL R. MARTINEZ**  
**DEMAR ENTERPRISES ACCOUNTING SERVICES, INC.**  
**1550 WEST 84th STREET, SUITE 77**  
**HIALEAH, FLORIDA 33014**  
**(305) 558-4947**

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#### ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

#### ARTICLE VIII- INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


#### ARTICLE X- INCORPORATOR

The persons signing these articles are EDWARD D. GONZALEZ, LIDIA M. FELIZ AND MONICA MEJIA..

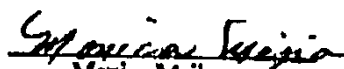
#### ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25 days of June of 1997.

  
Edward M. Gonzalez  
President

  
Lidia M. Felix  
Vice-President

  
Monica Mejia  
Secretary and Treasure

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that CITY LINE AUTO SALES GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named EDWARD D. GONZALEZ located at Miami, County of Dade State of Florida, as its agent to accept service of process within this State.

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.

  
Edward D. Gonzalez  
President

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