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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

600002244636--7
-07/23/97-01011--004
*****70.00 *****70.00

ATTENTION: INCORPORATION SECTION

REFERENCE: ALSA MOTORS, INC.

ENCLOSED HEREIN YOU WILL FIND TWO (2) COPIES OF THE SIGNED
ARTICLES OF INCORPORATION AND YOUR FEE IN THE AMOUNT OF
SEVENTY DOLLARS (\$70.00) TO COVER THE REQUIRED INCORPORATION
CHARGES.

PLEASE PROCESS AS SOON AS POSSIBLE AND FORWARD THE COMPLETED
DOCUMENTS TO:

BJ ACCOUNTING ASSOCIATES, INC.
5950 W. OAKLAND PARK BLVD.
SUITE 105
FORT LAUDERDALE, FL. 33313-1245

THANK YOU FOR YOUR COOPERATION IN THIS MATTER. IF YOU HAVE
ANY QUESTIONS, PLEASE CONTACT THE ACCOUNTING OFFICE AT THE
ADDRESS AND OR PHONE NUMBER (305-731-1200) LISTED HEREIN.

SINCERELY YOURS,

Betty J. Martin
BETTY MARTIN

ENCS.

BM/B

FILED
97 JUL 23 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAID 7-21-97 CR. 2287

me 7/25/97

FILED

97 JUL 23 AM 9:36

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ALSA MOTORS, INC.

The undersigned Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, do hereby make, subscribe, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:

ALSA MOTORS, INC.

ARTICLE II
PURPOSE

The general nature and purpose of the business to be transacted by this corporation shall be:

To engage in every phase and aspect of automotive and vehicular repairs.

To engage in any other type of lawful business.

To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Six Hundred Shares (600) of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV CAPITAL

The amount of capital with which this corporation shall commence business is not less than Two Hundred Fifty Dollars (\$250.00).

ARTICLE V DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

ARTICLE VI
ADDRESS

The principal office and mailing address of this corporation shall be located at 2030 N. W. 36th Street, Miami, Florida 33142.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

LEONID MEZHIBOVSKY
2750 N. E. 183RD STREET #804
NORTH MIAMI, FL. 33160

ARTICLE VIII
BOARD OF DIRECTORS

The Directors constituting the initial Board of Directors shall be two (3) in number at this time but may be changed to increase or decrease in number. The names and addresses of the persons who will serve as members on the board of this corporation are:

ALEXEI BATCHILO
500 BAYVIEW DRIVE #1121
NORTH MIAMI, FL. 33160

LEON MEZHIBOVSKY
2750 N. E. 183RD ST. #804
NORTH MIAMI, FL. 33160

ALEXANDER IAKOVLEYV
16919 N. BAY ROAD #711
MIAMI, FL. 33160

ARTICLE IX

The original incorporators of this corporation shall have the right upon its organization to assign and deliver their subscription of stock or specified number of stock shares thereof to any other person or to firms or

corporations who may hereafter become subscribers to the capital stock of said corporation; who upon acceptance of such assignment, shall stand in lieu of the incorporators and assume and carry out all the rights, liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of these instruments of assignment.

ARTICLE X
CORPORATE OFFICERS

The names and addresses of the corporate officers of this corporation and the corporate office held until a successor and or successors will be elected are:

ALEXEI BATCHILO	-	PRESIDENT
500 BAYVIEW DR. #1121		
NO. MIAMI, FL. 33160		

ALEXANDER IAKOVLEYV	-	VICE PRESIDENT
16919 N. BAY ROAD #711		
MIAMI, FL. 33160		

LEONID MEZHIBOVSKY	-	SECRETARY
2750 N E 183RD ST. #804		
NO. MIAMI, FL. 33160		

ARTICLE XI

The corporation shall indemnify any Officer or Director of this corporation to the full extent as permitted by law.

ARTICLE XII
STOCKHOLDERS

The names and addresses of initial stockholders
of this corporation and their percentage:

ALEXEI BATCHILO	-	1/3
500 BAYVIEW DR. #1121		
NORTH MIAMI, FL. 33160		

ALEXANDER IAKOVLEYV	-	1/3
16919 N BAY ROAD #711		
MIAMI, FL. 33160		

LEONID MEZHIBOVSKY	-	1/3
2750 N. E. 183RD ST. #804		
NORTH MIAMI, FL. 33160		

ARTICLE XIII

The corporation reserves the right to amend,
alter, change or repeal any provision or provisions thereof,
contained in these Articles of Incorporation in the same
manner now or hereafter prescribed by Statute, and all rights
conferred upon its stockholders herein are granted subject
to this condition.

IN WITNESS WHEREOF, the undersigned has made and
subscribed to these Articles of Incorporation for the uses
and purposes aforesaid and does hereby declare and certify
that the facts contained herein are true, this 21ST
day of July, in the year 1997.



LEONID MEZHIBOVSKY

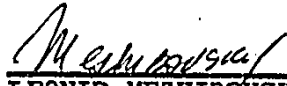
DESIGNATED REGISTERED AGENT AND OFFICE

The designated registered agent and office of
ALSA MOTORS, INC. is:

LEONID MEZHIBOVSKY
2750 N. E. 183RD STREET
SUITE 804
NORTH MIAMI, FLORIDA 33160

and he will accept service of process for the above
stated corporation at the place designated herein.

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.


LEONID MEZHIBOVSKY

DATE: 7-21-97

FILED
97 JUL 23 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA