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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 27 AM 8:38

August 22nd, 1997

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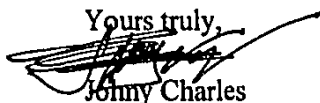
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Charles Auto Brokers Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of the articles of incorporation and a check for the filing fee.

Yours truly,



Jonny Charles

Charles auto brokers Inc.
331 NE 48th Terrace
Miami, FL 33137
(305) 769-5582

rp
8-28-97

ARTICLES OF INCORPORATION
Of
CHARLES AUTO BROKERS INC.

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The undersigned subscribers to these Articles of incorporation. Natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME

The name of the corporation is: CHARLES AUTO BROKERS INC.

ARTICLE 11 - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 111 - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE 1V - CAPITAL STOCK

The corporation is authorized to issue One thousand (1000) shares at \$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 agent of this corporation is:

Johny Charles
331 NE 48th Terrace
Miami, FL 33137

The mailing address for the corporation is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) person and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed, the original number of director shall be two (2). The name and address of the initial directors of the corporation are as follow:

Johny Charles
331 NE 48th Terrace
Miami, FL 33137

Charlis Charles
331 NE 48th Terrace
Miami, FL 33137

ARTICLE VII- INCORPORATOR

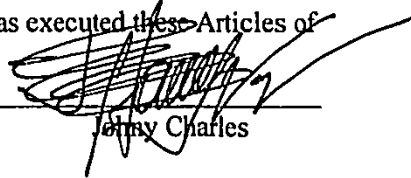
The name and address of the person signing these Articles of Incorporation is as follow:

Johny Charles
331 NE 48th Terrace
Miami, FL 33137

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22nd day of August, 1997.


Johny Charles

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared Johny Charles, to be well known and known to me to be the individual who executed the foregoing articles of Incorporation and acknowledged before me that she executed the foregoing for the purposes therein expressed,

WITNESS my hand and official seal in the County and State above-named on this 22nd day of August, 1997.

Notary Public Signature:



My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

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DIVISION OF CORPORATIONS

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**CERTIFICATE OF REGISTERED AGENT
OF**

Charles Auto Brokers Inc

Pursuant to Florida statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of incorporation

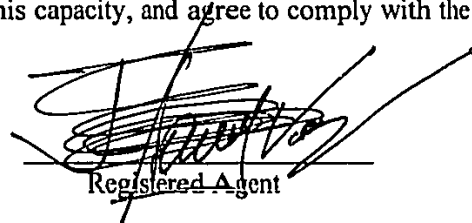
at: 331 NE 18th terrace
Miami, FL 33137

has named: Johny Charles

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.


Registered Agent