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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.  
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NAME: 7 RAMON SANTIAGO, JR. PAINT & BODY, INC.  
AUDIT NUMBER.....H97000015721  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
RAMON SANTIAGO, JR. PAINT & BODY, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, a natural persons 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 shall be: RAMON SANTIAGO, JR. PAINT & BODY, INC.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

-1-

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Prepared by:  
ace! Industria, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of Five Dollar and no/cents (\$5.00) par value, the consideration to be paid for each share shall be One Dollar and no/cents.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than FIVE HUNDRED DOLLARS AND NO CENTS (\$500.00).

#### ARTICLE V

This Corporation is to exist perpetually.

H97-15721

H97-15721

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 4217 Ponce de Leon Blvd., Suite C, Coral Gables, Florida 33134 and the name of the initial registered agent of this Corporation is RAMON A. SANTIAGO, JR. The address of the corporation is 2250 N.W. 21ST TERRACE, MIAMI, FLORIDA 33142.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
<u>RAMON A. SANTIAGO, JR.</u> <u>President-CEO/Director</u>	<u>2899 Collins Avenue, #540</u> <u>Miami Beach, FL 33140</u>
<u>RAMON A. SANTIAGO, JR.</u> <u>Vice-President/Director</u>	<u>2899 Collins Avenue, #540</u> <u>Miami Beach, FL 3314</u>
<u>RAMON A. SANTIAGO, JR.</u> <u>Secretary/Director</u>	<u>2899 Collins Avenue, #540</u> <u>Miami Beach, FL 33140</u>
<u>RAMON A. SANTIAGO, JR.</u> <u>Treasurer/Director</u>	<u>2899 Collins Avenue, #540</u> <u>Miami Beach, FL 33140</u>

H97-15721

H97-15721

ARTICLE IX - SUBSCRIBERS

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

NAME

ADDRESS

RAMON A. SANTIAGO, JR.

2899 Collins Avenue, # 540  
Miami Beach, FL 33140

ARTICLE X - AMENDMENT

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

H97-15721

H97-15721

IN WITNESS WHEREOF, the subscribing stockholders and incorporators have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 22nd day of September, 1997.

*[Handwritten signatures on four lines]*

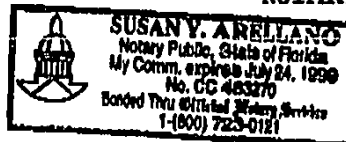
STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, this 22nd day of September, 1997, personally appeared RAMON SANTIAGO, JR. known to me to be the persons who executed the foregoing Articles of Incorporation of RAMON SANTIAGO, JR. PAINT & BODY, INC. and acknowledged before me that they executed the same for the purposes herein expressed, and who are personally known to me or who have produced \_\_\_\_\_ as identification, and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 22nd day of Sept., 1997.

*[Handwritten signature: Susan Y. Arrellano]*  
NOTARY PUBLIC

My Commission Expires:



H97-15721

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT RAMON SANTIAGO, JR. PAINT & BODY, INC. DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH  
IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF DADE,  
STATE OF FLORIDA, HAS NAMED RAMON A. SANTIAGO, JR. OF 4217 Ponce de  
Leon Blvd., Suite C, Coral Gables, COUNTY OF DADE, STATE OF  
FLORIDA, 33146 AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE:

  
RAMON A. SANTIAGO, JR.

President-CEO/Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
RAMON A. SANTIAGO, JR.

DATE:

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