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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S & M AUTO BROKERS, INC.

16499 N.E. 19 AVE. # 107
MIAMI, FL. 33162

(305) 944-5533

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P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S & M AUTO BROKERS, INC.

ARTICLE I NAME

The name of the Corporation is S & M AUTO BROKERS, INC.

(hereinafter called the "Corporation")

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for the Corporation organized under the General Corporation Act of the State of Florida.

ARTICLE III CAPITAL STOCK

The Aggregate number of shares which the Corporation shall have the authority to issue is 1,000 Common Stock par value \$1.00 per share.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and the principle office of this Corporation is 18601 N.E. 14 AVE. # 305 MIAMI, FL. 33179 and the name of the initial registered agent of this Corporation at that address is SHLOMO MAMAN.

ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may either increase or decrease from time to time as provided in the By-Laws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation are:

SHLOMO MAMAN
18601 N.E. 14TH AVE. # 305
MIAMI, FL. 33179

ARTICLE VI INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

SHLOMO MAMAN
18601 N.E. 14TH AVE # 305
MIAMI, FL. 33179

IN WITNESS WHEREOF; the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation on this 01 day of DECEMBER, 1997

Shlomo MAMAN

SHLOMO MAMAN, INCORPORATOR AND REGISTERED AGENT

STATE OF FLORIDA

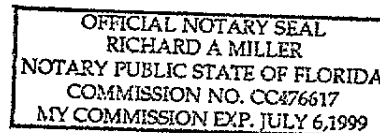
COUNTY OF DADE

Before me, a notary public authorized to take acknowledgements in the state and county set above, personally appeared SHLOMO MAMAN known to me and known by me to be the person who executed the forgoing articles of incorporation and he acknowledge before me that he executed those article of incorporation.

IN WITNESS WHEREOF: I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 01 day of DECEMBER, 1997



Notary Public, State of Florida at Large



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is:

S & M AUTO BROKERS, INC.

2. The name and address of the registered agent and office is :

SHLOMO MAMAN 18601 N.E. 14TH AVE. # 305, MIAMI, FL. 33179

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE 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.

SHLOMO MAMAN
SHLOMO MAMAN, PRESIDENT

S & M AUTO BROKERS, INC.