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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-400

FROM: LAW OFFICES OF IRMA V. HERNANDEZ
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NAME: LAS GRUAS CORP.

Translation: THE TOW TRUCK CORP.

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

CERT. OF STATUS...0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1998

LAW OFFICES OF IRMA V. HERNANDEZ

SUBJECT: LAS GRUAS CORP.
REF: W98000000314

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.

Please provide an English translation for the entity's name in your cover letter.

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Sharon Tala
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CERTIFICATE OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

LAS GRUAS CORP.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I.

The name of the proposed corporation shall be:

LAS GRUAS CORP.

ARTICLE II.

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

- A. To do any and all business necessary under and according to the laws of the State of Florida;
- B. To purchase for investment or resale and to traffic in land and houses and other property of any nature and any interest therein; to create, sell and deal in freehold and leasehold ground rents and to make advances upon security of land or houses or other property, or any interest therein, and generally to traffic in and by way of sale, lease, exchange, or otherwise with the land and houses and any other property whether real or personal;
- C. Other negotiable or transferable instruments including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

This Document Prepared by:
Irma V. Hernandez, Atty.
215 West 49th Street
Hialeah, FL 33012
305/ 557-4304
Fla. Bar No. 147294

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- D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidence of indebtedness, created by any corporation or corporations of this state, or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.
- E. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted on directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without in any particular limiting any and all objects and powers of this corporation, it is expressly declared and provided that this corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a co-partnership or natural person could do and exercise, and which now or thereafter may be authorized by law.

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred with a par value of \$5.00 each.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

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ARTICLE VI.

The principal office of the corporation shall be located at the County of Dade, City of Miami, State of Florida, with an address of:

Carlos A. Diaz, Jr. President, 760 West 20 Street, Hialeah, FL 33012
Aida Diaz, Vice-President, 760 West 20 Street, Hialeah, FL 33012

ARTICLE VII.

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, By-Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors shall be elected and qualified, are as follows:

Carlos A. Diaz, Jr. President, 760 West 20 Street, Hialeah, FL 33012
Aida Diaz, Vice-President, 760 West 20 Street, Hialeah, FL 33012

ARTICLE IX.

The names and post office address of each subscriber to the Certificate of Incorporation, and the number of shares which each agree to take, the total aggregate amount which shall be the sum of Five Hundred Dollars No/100 (\$500.00); the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Carlos A. Diaz, Jr. President	760 West 20 Street Hialeah, Fl 33012	50	\$250.00
Aida Diaz Vice-President	760 West 20 Street Hialeah, Fl 33012	50	\$250.00

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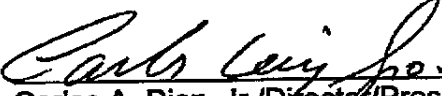
ARTICLE X.

The officers of the corporation until the first meeting of the Board of Directors shall be:

Carlos A. Diaz, Jr./President 760 West 20 Street, Hialeah, FL 33012

Aida Diaz/Vice-President 760 West 20 Street, Hialeah, FL 33012

IN WITNESS WHEREOF, the parties have hereunto made, subscribed and acknowledged this Certificate of Incorporation.

 (SEAL)
Carlos A. Diaz, Jr./Director/President

 (SEAL)
Aida Diaz/Director/Vice-President

STATE OF FLORIDA)

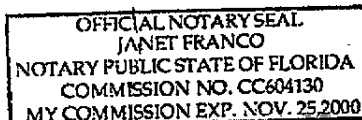
COUNTY OF DADE) I CERTIFY THAT on this day personally appeared **Carlos A. Diaz, Jr. and Aida Diaz** who produced as identification a Driver's License and who, after being duly sworn, executed the foregoing Certificate of Incorporation and they acknowledge the said Certificate of Incorporation as the act and deed of the signers and that the facts therein set forth are true and correct.

WITNESS my hand and official seal at Hialeah, Dade County, Florida this 4 day of January, 1998.


**NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE**

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My Commission Expires:



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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 Statute, the following is submitted:

LAS GRUAS CORP.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Hialeah, County of Dade, State of Florida, located at 760 West 20 Street, Hialeah, Florida, names:

Carlos A. Diaz, Jr.

as its resident agent to accept service of process within the State of Florida.



SIGNATURE (Corporate Officer)

Carlos A. Diaz, Jr.

President

January 6, 1998

**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 (Resident Agent)

Carlos A. Diaz, Jr.

President

January 6, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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