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1/28/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: CAR FACTORY FINISH, INC.
AUDIT NUMBER.....H98000001885
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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ARTICLE OF INCORPORATION
OF
CAR FACTORY FINISH, INC.

THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: CAR FACTORY FINISH, INC.
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF FLORIDA AND ALL THE UNITED STATES: 19830 CHRISTMAS ROAD
MIAMI, FL 33157

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

Prepared by: J & C Accounting Services, Inc.
1550 SW 1st Street, Ste. # 10
Miami, FL 33135
(305)643-6639

H98000001885

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

RODOLFO ZELAYA -PRESIDENT

19830 CHRISTMAS ROAD
MIAMI, FL 33157

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS (E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

RODOLFO ZELAYA -PRESIDENT

19830 CHRISTMAS ROAD
MIAMI, FL 3315

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 17TH JANUARY, 1998.


RODOLFO ZELAYA
PRESIDENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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:

CAR FACTORY FINISH, INC.

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

J & C ACCOUNTING SERVICES, INC., 1550 SW 1ST STREET, STE.# 10

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33135

(CITY/STATE/ZIP)

SIGNATURE

[Signature]

TITLE

PRESIDENT

DATE

January 17, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

[Signature]

DATE

January 17, 1998: