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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 1998

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Division of Corporation
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Filing Articles of Corporation of:
AUTOPIEL, CORP.

To whom it may concern:

Enclosed please find a check the amount of \$122.50 payable to Florida Department of State, for the filing fees of AUTOPIEL, CORP.

I thank you in advance for your anticipated cooperation in this matter. If you have any questions, please do not hesitate to contact me at (305) 858-5724.

Sincerely,

Lucy Ospina

Lucy Ospina

Lucy Ospina's GAVE
Taryn Miller *Catalina*
AUTHORIZATION BY PHONE TO
CORRECT *add receipt*
DATE *add date*
DOC. EXAM. *PH*

P. Hall FEB 11 7 1998

ARTICLES OF CORPORATION

OF

AUTOPIEL, CORP.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

AUTOPIEL, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Corporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural person might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have power:

To have perpetual succession by its corporate name;

AUTOPIEL, CORP.

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property of any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, others domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States of any other governmental district, or municipality or of any instrumentality thereof;

To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-law, not inconsistent with its Articles of Corporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary or convenient to effect its purposes; To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum 1000 shares, having an individual par value of \$ 1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

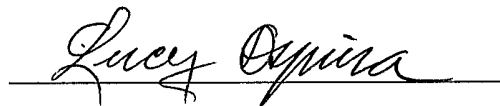
ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

LUCY OSPINA
2333 Brickell Avenue, Suite 2114
Miami, Florida 33129

The principal address is the same as the registered office.

I hereby am familiar with accept the duties and responsibilities as registered agent for said corporation:

A handwritten signature in cursive script, reading "Lucy Ospina", is written over a horizontal line.

LUCY OSPINA

ARTICLE VI

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The initial Board of Director shall consist of a total of one (1) person and the name and address of the person who is to serve as an initial director is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LUCY OSPINA
2333 Brickell Avenue, Suite 2114
Miami, Florida 33129

The name and address of the Incorporator executing these Articles of Corporation is:

Same as ARTICLE VI

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Corporation this 12th day of February, 1998.

Lucy Ospina

LUCY OSPINA

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **LUCY OSPINA** known to me and known by me to the person who executed the foregoing Articles of Corporation, and he acknowledge before me that he executed those Articles of Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 12th day of February, 1998.

Bert Alexander Velunza

Notary Public, State of Florida

My Commission Expires:

