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March 4, 1998

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Alya Auto Tech, Inc.

100002450661--9  
-03/09/98--01080--004  
-- \*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Alya Auto Tech, Inc. and a check for \$70.00 to cover the filing fee.

Please file the Articles of Incorporation and return the copy marked as filed to the following address:

Alex O. Morales  
2334 South Conway Road, Apartment No. E  
Orlando, FL 32812

If you have any questions, please call me at the above indicated telephone number.

Sincerely,

  
Donna M. Cyrus, Esq.

**ARTICLES OF INCORPORATION**

**OF**

**ALYA AUTO TECH, INC.**

The undersigned subscribers, natural persons competent to contract, hereby subscribe to and adopt these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

Alya Auto Tech, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation and the mailing address is 2334 South Conway Road, Apartment No. E, Orlando, Florida 32812.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be 5,000 shares of common stock.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 2334 South Conway Road, Apartment No. E, Orlando, Florida 32812. The name of the initial registered agent at that address is Alex O. Morales.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The members of the initial board of directors shall hold office until their respective successors are elected and qualified as provided in the bylaws of this corporation. The number of directors of this corporation set forth in these articles of incorporation shall be the authorized number of directors until that number is changed by or in accordance with the bylaws of this corporation.

The names and addresses of the members of the first board of directors are:

Alex O. Morales  
2334 South Conway Road, Apartment No. E  
Orlando, Florida 32812

Yamil V. Morales  
2334 South Conway Road, Apartment No. E  
Orlando, Florida 32812

**ARTICLE VIII**  
**SUBSCRIBERS**

The names and addresses of the persons signing these articles of incorporation as subscribers are:

Alex O. Morales  
2334 South Conway Road, Apartment No. E  
Orlando, Florida 32812

Yamil V. Morales  
2334 South Conway Road, Apartment No. E  
Orlando, Florida 32812

**ARTICLE IX**  
**RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

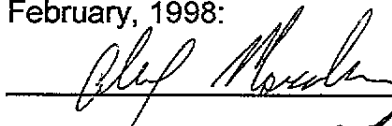
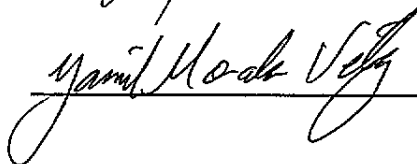
**ARTICLE X**  
**AMENDMENT**

The corporation reserves the right to amend or repeal any provision or provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850, Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscribers hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seal this 4th day of February, 1998:

  
\_\_\_\_\_  
  
\_\_\_\_\_

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

**FOR**

**ALYA AUTO TECH, INC.**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and the Registered Office of the corporation in the state of Florida.

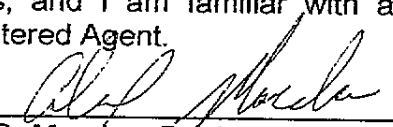
1. The name of the professional service corporation is:

Alya Auto Tech, Inc.

2. The name and address of the Registered Agent and Registered Office of the corporation is:

Alex O. Morales  
2334 South Conway Road, Apartment No. E  
Orlando, Florida 32812

Having been named the Registered Agent and to accept service of process for Alya Auto Tech, Inc., the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this 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.

  
\_\_\_\_\_  
Alex O. Morales, Registered Agent

3/4/98  
Date