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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOUTHWEST AUTOMOTIVE GROUP, INC.

AUDIT NUMBER.....H98000004750

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

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTHEAST AUTOMOTIVE GROUP, INC.

The undersigned subscribes to these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of this corporation is:

SOUTHEAST AUTOMOTIVE GROUP, INC.

ARTICLE TWO

The general nature of the business and the object and purposes to be transacted and carried on are:

A. To conduct any and all business not prohibited by the laws of the United States and the State of Florida;

B. any and all lawful purposes;

C. and, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

D. and, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now

Prepared by:

Mario Tacher, Esq.
291 S.W. 27th Ave. 2nd Floor
Miami, FL 33135
Tel: 644-2211
FL. Bar No.: 509132

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owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to have outstanding at this time is:

Five Hundred Shares - at \$1.00 par value.

ARTICLE FOUR

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The initial post office address of the principal office of this corporation in the State of Florida is:

3501 N. State Road 7
Hollywood, FL. 33023

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

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ARTICLE SEVEN

This corporation shall have (1) director initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE EIGHT

The name(s) and address(es) of the number(s) of the first Board of Director(s), who is/are subject to the provisions of the Certificate of Incorporation, by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/her/their successor(s) are elected and have qualified, are:

MICHAEL MAGYAR, - President/Secretary

ARTICLE NINE

The name and address of the subscriber of these Articles of Incorporation is:

MICHAEL MAGYAR
3501 S. State Road 7
Hollywood, FL 33023

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be provided by the

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Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by majority of entitled to vote thereon.

ARTICLE ELEVEN
DESIGNATION OF REGISTERED AGENT

That MICHAEL MAGYAR, located at 3501 S. State Road 7, Hollywood, Florida 33023, is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

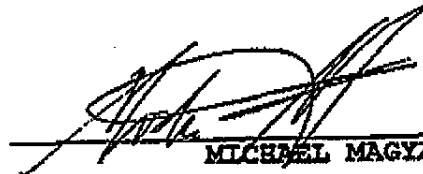
Having been named to accept service of process for SOUTHEAST AUTOMOTIVE GROUP, INC., at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


MICHAEL MAGYAR

I, the Subscriber, being one of the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 10th day of March 1998.

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MICHAEL MAGYAR

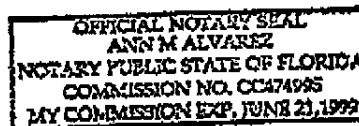
STATE OF FLORIDA)
) S.S.,
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared MICHAEL MAGYAR, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 10th day of March, 1998.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



ARTICLES, INC

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