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FLORIDA DIVISION OF CORPORATIONS
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((H98000005013 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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ACCT#: 071001002335

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NAME: HIALEAH MOTORS, INC.

AUDIT NUMBER.....H98000005013

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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98 MAR 13 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B.BROCK MAR 13 1998

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98 MAR 13 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HIALEAH MOTORS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business address of this corporation shall be:

721 EAST 7 ST. HIALEAH, FLORIDA 33010

The mailing address of this corporation shall be:

721 EAST 7 ST. HIALEAH, FLORIDA 33010

ARTICLE III SHARES

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

ONE HUNDRED SHARES ONE DOLLAR PAR VALUE

Prepared by:
Pedro M. Ramos, CPA
594 East 9 Street #A
Hialeah, FL 33010
(305) 885-9435

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

RAUL GUZMAN 721 EAST 7 ST. HIALEAH, FL 33010

ARTICLE V INCORPORATOR(S)

See instructions for officers / directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

RAUL GUZMAN 721 EAST 7 ST. HIALEAH, FL 33010

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 11TH day of MARCH, 1998.



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an

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incorporator does not constitute the designation of officers

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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 OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

HIALEAH MOTORS, INC.

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

RAUL GUZMAN

(Name)

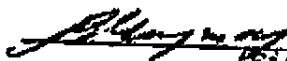
721 EAST 7 ST.

(P.O. Box or Mail Drop NOT acceptable)

HIALEAH, FL 33010

(City / State / zip)

Having been named as registered agent and to accept service of process for 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.


(Signature)

MARCH 11, 1998

(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314