

DUBROW DUKER &

ASSOCIATES, P.A.

ACCOUNTANTS & FINANCIAL PLANNERS

2832 University Drive • Coral Springs, Florida 33065
Telephone (954) 345-0323 • Facsimile (954) 341-9766

April 3, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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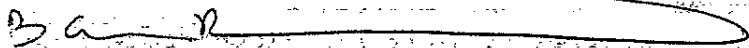
RE: Cars and Trucks USA, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



B. Alan Dubrow
Dubrow Duker & Associates, P.A.

FILED
98 APR -6 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 6 1998

(5)



ARTICLES OF INCORPORATION
of

Cars and Trucks USA, Inc.

FILED
98 APR -6 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Cars and Trucks USA, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to engage in auto sales.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**Cars and Trucks USA, Inc.
2680 North Dixie Highway
Pompano, Florida 33064**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.
2832 University Drive
Coral Springs, Florida 33065**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

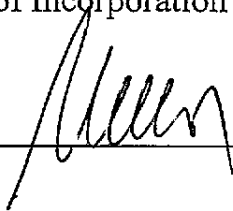
**Alfredo Rivera
2680 North Dixie Highway
Pompano, Florida 33064**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Alfredo Rivera
2680 North Dixie Highway
Pompano, Florida 33064

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of April, 1998.


_____(Seal)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

*Certificate of Registered Agent
of*

Cars and Trucks USA, Inc.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2832 University Drive
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



B. Alan Dubrow
Dubrow Duker & Associates, P.A.

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TALLAHASSEE FLORIDA