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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: FLORIDA CUSTOM AUTOMOTIVE INC.

AUDIT NUMBER.....H98000007948

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

EMPIRE

SUBJECT: FLORIDA CUSTOM AUTOMOTIVE INC.
REF: W98000009424

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000007948
Letter Number: 498A00022872

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ARTICLES OF INCORPORATION
OF
Florida Custom Automotive Inc.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is Florida Custom Automotive Inc. The corporation's principal address is 2032 N.W. 155th Street North Miami Beach, Florida 33162.

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

Prepared By: Eitan Dagan, Esquire
930 Washington Avenue, Suite 205A
Miami Beach, Florida 33139
(305) 672-4557
Florida Bar No: 84786

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ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

Eitan Dagan, Esquire
930 Washington Avenue, Suite 205A
Miami Beach, Florida 33139
(305) 672-4557
Florida Bar No: 84786

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have 1 Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective offices are:

PRESIDENT/DIRECTOR: Dean Panton

ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might

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otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in any wise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer of director, to the full extent permitted by law.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing of these articles.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

ARTICLE XIII
INCORPORATOR

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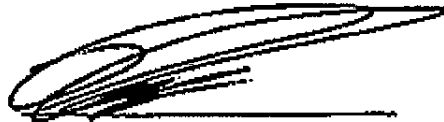
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The incorporator is Dean Panton and his corporate address is 2032 N.W. 155th

Street North Miami Beach, Florida 33162.

IN WITNESS WHEREOF, I have set my hand and seal this 28 day of April.

1998.



STATE OF FLORIDA)
)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared, Dean Panton who produced as identification DL#: known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 28 day of April, 1998 at Miami, Dade County, Florida.


NOTARY PUBLIC
State of Florida

My commission expires:



GLADYS B. VALLADARES
My Comm. Exp. 4/20/2001
Bonded By Service Inc
No. CC635909
I solemnly swear [] Oath I.D.

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

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: Florida Custom Automotive Inc.
2. The name and address of the registered agent and office is:

Eitan Dagan, Esquire

(Name)

930 Washington Avenue-suite 205-A

(P.O. Box or Mail Drop **NOT** Acceptable)

Miami Beach, Florida 33139

(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.

Eitan Dagan
(SIGNATURE)

April 27, 1998
(DATE)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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