

P98000038671

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002501152--7  
-04/27/98--01059--012  
\*\*\*122.50 \*\*\*122.50

SUBJECT: O & S Auto Sales, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy  
**Additional Copy Required**

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Orlando Soriano  
Name (printed or typed)

4101 NW 27 Avenue  
Address

Miami, FL 33142  
City, State & Zip

(305) 634-0056  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 27 AM 11:04

FILED

NOTE: Please provide the original and one copy of the articles.

10-327-1

FILED  
98 APR 27 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

O & S AUTO SALES, INC.

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

O & S AUTO SALES, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the UNITED STATES and the State of Florida.

ARTICLE III

The maximum shares of stock, with \$10.00 per value, that this Corporation is authorized to have outstanding at any time is 50 shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than three hundred dollars (\$500.00)

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of this Corporation shall be

Office: 8725 N. W. 117 Street Bay # 2  
HIALEAH GARDENS, FL. 33018

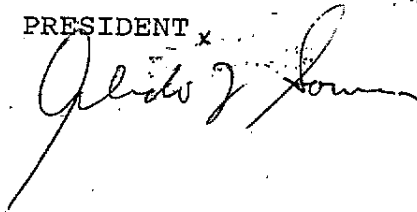
MAIL ADDRESS: SAME

ARTICLE VII

The number of Board Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall be duly qualified, are:

ORLANDO SOWMA  
8725 N.W. 117 ST. Bay # 2  
HIALEAH GARDENS, FL. 33018

PRESIDENT x



ARTICLE VIII

The names and post office addresses of each subscriber to the Certified of Incorporation are as follows:

ORLANDO SOWMA  
8725 N.W. 117 Street Bay # 2  
HIALEAH GARDENS, FL. 33018

100%

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer of or are Directors or Officers of such other corporation.

The Corporation shall have the further right and power to from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right if inspections any account book or document of this Corporation, except as conferred by statute, unless authorized by resolutions of Stockholders or Board of Directors. The corporation, in its By-laws confers powers foregoing and in addition to the powers authorized and expressly conferred by Statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to offices, within or without the State of Florida, and to keep the books of this Corporation subject of the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

#### ARTICLE X

The Corporation shall have power to purchase or otherwise acquire directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.



CERTIFICATE  
DESIGNATING CHANGE  
OF  
PLACE OF BUSINESS OF DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA

FILED  
98 APR 27 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act.

~~O & S~~ AUTO SALES, INC.

Is qualified to do business under the laws of the State of Florida, with its principal office at 8725 N.W. 117 St. Bay # 2 HIALEAH Florida 33018

and has appointed ORLANDO SOWMA as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above state Corporation at the place designate in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

REGISTERED ORLANDO SOWMA  
8725 N.W. 117 Street,  
HIALEAH GARDEN, FL. 33018

x *Orlando Sowma*