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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GABLES BENZ AUTO SPORT INC.

AUDIT NUMBER.....H98000009432

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1998

EMPIRE

SUBJECT: GABLES BENZ AUTO SPORT INC.
REF: W98000011459

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.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000009432
Letter Number: 398A00027983

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ARTICLES OF INCORPORATION
OF
GABLES BENZ AUTO SPORT INC

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:
GABLES BENZ AUTO SPORT INC.
7177 S.W. North Waterway Drive
Miami, Florida 33155

ARTICLE II
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

ARTICLE V
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

This Instrument was prepared by:
Renier Cruz, Esq.
1740 Coral Way, Suite "A"
Miami, Florida 33145
Florida Bar No.: 320651
(305) 859-8700

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TALLAHASSEE, FLORIDA

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ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Ruben O. Soto, 7177 S.W. North Waterway Drive, Miami, Florida 33155.

The Corporation retains the power of moving its office to any other address as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII
DIRECTORS

The number of Directors may be altered from time to time by the Shareholders of the Corporation, however, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Ruben O. Soto, 7177 S.W. North Waterway Drive, Miami, Florida 33155

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:
Ruben O. Soto, 7177 S.W. North Waterway Drive, Miami, Florida 33155

ARTICLE IX
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, change or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
INFORMAL ACT OF DIRECTORS OR SHAREHOLDERS

If all the Directors or Shareholders severally or collectively consent, in writing, in any action taken or to be taken by the Directors or Shareholders of the Corporation,

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The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 18th day of April, 1998.


Ruben O. Soto, Incorporator

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ruben O. Soto, who is personally known to me/or who produced a Driver's License as identification, to me well known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 18th day of April, 1998.

My Commission Expires:



FENER CRUZ
My Commission CC600061
Expires Nov. 08, 1998
Bonded by NFNLI
800-224-6388


NOTARY PUBLIC- STATE OF FLORIDA
AT LARGE

FENER CRUZ
Printed Name

DESIGNATION OF REGISTERED AGENT


In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That **GABLES BENZ AUTO. SPORT INC.** desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, Miami, County of Dade, State of Florida, has named: **RUBEN O. SOTO** as its Agent to

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accept Service of Process within this State.

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Ruben O. Soto, Incorporator

ACKNOWLEDGMENT

Having been made to accept Service of Process for the abovenamed Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


Ruben O. Soto, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This instrument was prepared by:
Renier Cruz, Esq.
1740 Coral Way, Suite "A"
Miami, Florida 33145
Florida Bar No.: 320651
(305) 859-8700