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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: J.P.S. SERVICES CORP.

AUDIT NUMBER.....H98000013026

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

J.P.S. SERVICES CORP.

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

9310 Fontainebleau Blvd. Suite 407, Miami, Florida 33172

ARTICLE II NATURE OF BUSINESS

This corporation import and export car, parts and others related and may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

1000 SHARES \$ 1.00 PER VALUE

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:

Hispan American Services Inc.
1889 W. Flagler St.
Miami, FL 33135
(305) 541-1040

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected,

Jose Pastor Sequera
Avenida Guzman Blanco
Urbanizacion Delgado Chalbout T
Bloque 3, Letra G, Suite 5
Caracas, Venezuela 1090

Eusebio Carbonell
1887 W Flagler St
Miami, FL 33135

Wilmer Ramon Freites Volcan
Avenida Libertador, Edificio Multicentro
Empresarial del Este, Torre Miranda Nucleo B
Piso 11, Oficina 115
Municipio Chacao, Estado Miranda, Venezuela

ARTICLE VI INCORPORATOR(S)

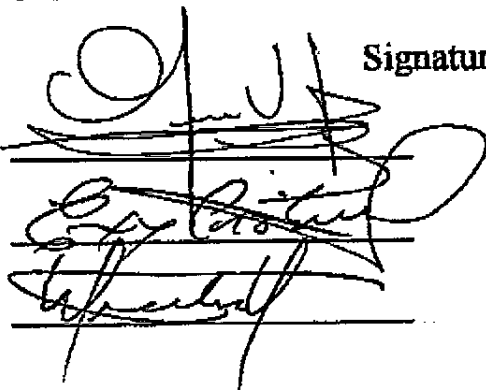
The name(s) and address(es) of the incorporator(s) to these articles of incorporation is(are):

Jose Pastor Sequera
Avenida Guzman Blanco
Urbanizacion Delgado Chalbout T
Bloque 3, Letra G, Suite 5
Caracas, Venezuela 1090

Eusebio Carbonell
1887 W Flagler St
Miami, FL 33135

Wilmer Ramon Freites Volcan
Avenida Libertador, Edificio Multicentro
Empresarial del Este, Torre Miranda Nucleo B
Piso 11, Oficina 115
Municipio Chacao, Estado Miranda, Venezuela

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 06 day of April , 1998



Signature(s) of Incorporator(s)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation _____
J.P.S. SERVICES CORP.

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

Eusebio Carbonell

1887 W Flagler Street, Miami, FL 33135

(P.O. BOX NOT ACCEPTABLE)

(ADDRESS OFFICE)

SIGNATURE

(corporate officer)

TITLE

President

DATE

6/5/1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

6/5/1998

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TALLAHASSEE, FLORIDA