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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A & M MOTORS INC (Corporation Name) (Document #)
2. M + A (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED RECEIVED
 98 JUL 30 PM 4:00
 98 JUL 30 AM 11:13
 SECRETARY OF STATE
 DIVISION OF CORPORATION
 TALLAHASSEE FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98-17334
98-66998
30

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1998

LAZARUS

MIAMI, FL

SUBJECT: A & M MOTORS INC.
Ref. Number: W98000017334

We have received your document for A & M MOTORS INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 698A00040086

MA

ARTICLES OF INCORPORATION

OF

M & A MOTORS INC

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

ARTICLE I NAME

The name of corporation shall be:

M & A MOTORS INC

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98 JUL 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

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

**13525 SW 115 PLACE
MIAMI, FL. 33176**

ARTICLE III SHARES

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

600 Shares of Common Stock at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**MAGALY D MALDONADO
13525 SW 115 PLACE
MIAMI, FL. 33176**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MAGALY MALDONADO
13525 SW 115 PLACE
MIAMI, FL. 33176

ARTICLES VI DIRECTOR(S)

The name(s) and street address(es) of the Director(s) is (are)

President/Director

MAGALY MALDONADO
13525 SW 115 PLACE
MIAMI, FL. 33176

*The undersigned incorporator(s) has(have) executed these Articles of Incorporation
This 29TH day of JULY 1998.*


Signature

Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: M & A MOTORS INC

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

MAGALY MALDONADO
NAME

13525 SW 115 PLACE
P.O. BOX NOT ACCEPTABLE

MIAMI, FL. 33176

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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.

Signature *Magalay Maldonado*

Date: July 29, 1998