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FLORIDA DIVISION OF CORPORATIONS
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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: MOTOR DEPOT INC.

AUDIT NUMBER.....H98000014919

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Motor Depot Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of
Import & Export.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Prepared by:
Eduardo J. Mandez
9370 Sunset Drive #A-214
Miami, Florida 33173

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(305) 275-5588

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100 Such shares shall be of a single class, and shall be 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 9651 S.W. 152nd Avenue, Miami, Florida 33196

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Vice-President/Treasurer Ana L. Tafur	9651 S.W. 152nd Avenue, Miami, Florida 33196
President/Secretary Gabriela Hernandez	9011 S.W. 122nd Avenue, Miami, Florida 33186

ARTICLE NINE

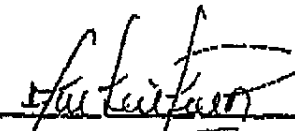
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Ana L. Tafur	9651 S.W. 152nd Avenue, Miami, Florida 33196
Gabriela Hernandez	9011 S.W. 122nd Avenue, Miami, Florida 33186

Executed by the undersigned at Miami, Florida,
on August 12, 1998, 19 .

x 

Ana L. Tafur



Gabriela Hernandez

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First-That Motor Depot Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at the City of Miami, County of Miami-Dade,
State of Florida has named Ana L. Tafur
located at 9651 S.W. 152nd Avenue, Miami, Florida 33186
City of Miami, County of Miami-Dade
State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in the
certificate. I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By

x *[Signature]*

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