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FILED

98 OCT -1 PM 12:10

TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600002653066--1

-10/01/98--01031--013

*****70.00 *****70.00

SUBJECT: IN & OUT AUTOMOTIVE, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

JOFFRE RENNE LANGEVIN

Name

2223 PEMBROKE ROAD

Address

HOLLYWOOD, FL 33020

City, State, & Zip

(954) 921-7337

Telephone Number

P. Hall

OCT -1 1998

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**ARTICLES OF INCORPORATION
OF
IN & OUT AUTOMOTIVE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the Corporation shall be:
IN & OUT AUTOMOTIVE, INC.

ARTICLE II PRINCIPAL OFFICE

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

2223 PEMBROKE ROAD
HOLLYWOOD, FL 33020

ARTICLE III CAPITAL STOCK

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

2,000 (TWO THOUSAND) SHARES COMMON STOCK

**ARTICLE IV INITIAL REGISTERED AGENT AND
ADDRESS**

The name and address of the initial registered agent is:

Joffre Renne Langevin
20479 NW 9th Ct. Bld 4 Apt 108
Miami, FL 33169

ARTICLE V INCORPORATOR(S)

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

JOFFRE RENNE LANGEVIN
20479 NW 9TH CT. BLD 4 APT 108
MIAMI, FL 33169

ELIAHU SASSON
2223 PEMBROKE ROAD
HOLLYWOOD, FL 33020

The undersigned has (have) executed these Articles of Incorporation
this 28 day of SEPTEMBER, 1998.

x  RENNE
INCORPORATOR

x  ELIAHU
INCORPORATOR

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607,0501, 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:

IN & OUT AUTOMOTIVE, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JOFFRE RENNE LANGEVIN
20479 NW 9TH CT
MIAMI, FL 33169

SIGNATURE

Joffre Renne Langevin Renne

TITLE PRESIDENT

DATE SEPTEMBER 28, 1998

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

Joffre Renne Langevin Renne

DATE SEPTEMBER 28, 1998