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G F SALCINES CPA PA

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: RITA SALCINES
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CONTACT: RITA M SALCINES

PHONE: (305)443-1872

FAX #:

(305)447-0276

NAME: USA AUTO COMPRESSOR, INC.

AUDIT NUMBER.....H98000021399

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

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ARTICLES OF INCORPORATION
OF
USA AUTO COMPRESSOR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE:

The name of this corporation is: USA AUTO COMPRESSOR, INC.

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

901 NW 132 PLACE
MIAMI, FLORIDA 33182

and the name and address of the Registered Agent of this corporation is:

CARLOS CAPOTE
901 NW 132 PLACE
MIAMI, FLORIDA 33182

ARTICLE SIX:

This corporation shall have two (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

This document prepared by
Rita Salcines (305) 443-1872
2827 SW 18 St, Miami, FL 33145

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CARLOS CAPOTE (President)
901 NW 132 PLACE
MIAMI, FLORIDA 33182

CARIDAD CAPOTE (Vice President/Secretary-Treasurer)
901 NW 132 PLACE
MIAMI, FLORIDA 33182

ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

CARLOS CAPOTE
901 NW 132 PLACE
MIAMI, FLORIDA 33182

ARTICLE EIGHT:

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of November, 1998.



Carlos Capote, Incorporator

STATE OF FLORIDA)

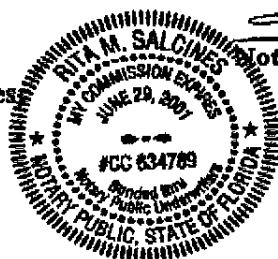
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COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared CARLOS CAPOTE, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 17th day of November, 1998.

My Commission Expires





Notary Public - State of Florida

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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: USA AUTO COMPRESSOR, INC.
2. The name and address of the registered agent and office is:

CARLOS CAPOTE
901 NW 132 PLACE
MIAMI, FLORIDA 33182

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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:



Date:

November 17, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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