

Advanced Associates, Inc.
Accountants & Management
Consultants

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 11, 1998.

Florida Department of State,
Department of Corporations,
P.O. Box 6327,
Tallahassee, Fl. 32314

Dear Sirs:

Please find enclosed the following:

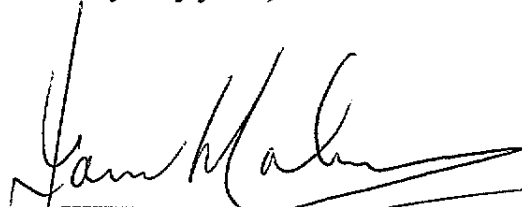
1. Articles of Incorporation of :

NELCAR INTERNATIONAL INC.

2. Our check in the amount of \$ 78.75 covering
normal fees.

We would appreciate if you could process this as soon as
possible.

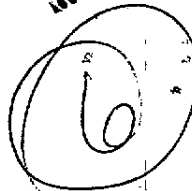
Very truly yours,


James F. Mahon,
ADVANCED ASSOCIATES, INC.

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*****78.75 *****78.75

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

NELCAR INTERNATIONAL INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE 1

The name of the corporation shall be:

NELCAR INTERNATIONAL INC.

ARTICLE 11

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

ARTICLE 111

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Twenty Thousand (20,000) Common Shares of One Dollar (\$1.00) Par Value.

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ARTICLE 1V

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH -----

The amount of capital with which this corporation shall commence business is
Twenty thousand (\$20,000.00) dollars.

ARTICLE V

EXISTENCE OF CORPORATION -----

The existence of this corporation shall be perpetual unless sooner dissolved
according to law.

ARTICLE V1

PRINCIPAL PLACE OF BUSINESS -----

The principal place of business of the corporation shall be located at :- 330
Golfview Drive, Ft. Lauderdale, Florida, 33326 and the mailing address shall be the
same.

ARTICLE V11

NUMBER OF DIRECTORS -----

The number of directors of this corporation shall be no less than one (1).

ARTICLE V111

The names and post office addresses of the first Board of Directors and Officers of this corporation shall be:

Nelson Tillero, 330 Golfview Drive, Ft. Lauderdale, Florida, 33326.

ARTICLE 1X

The names and post office addresses of each subscriber and the number of shares which each person agrees to take are:

Nelson Tillero, 330 Golfview Drive, Ft. Lauderdale, Fl. 33326.....100.00%

ARTICLE X

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purposes, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in any manner now or thereafter prescribed by law . and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE X1

REGISTERED AGENT

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

330 Golfview Drive, Ft. Lauderdale, Florida, 33326.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The initial registered agent is:



NELSON TILLERO

Registered Agent & Incorporator

IN WITNESS WHEREOF, we have hereunto set our hands this 18th Day of
November, 1998.

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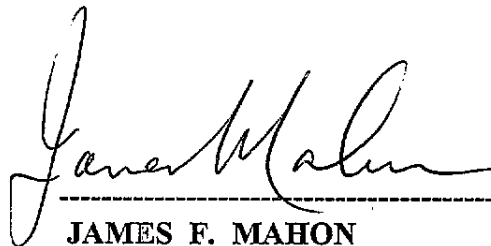
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared:

NELSON TILLERO

To me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, each for himself and not one for the other, that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 18th day of November, 1998.



JAMES F. MAHON
NOTARY PUBLIC



James F Mahon
My Commission CC586413
Expires Nov. 02, 2000