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December 16, 1998

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

000002716060--5  
-12/18/98--01069--007  
\*\*\*\*367.50 \*\*\*\*\*78.75

Re: Articles of Incorporation for Spas Unlimited, Inc.  
Bering-Hyundai Latin America, Inc. and La Firme  
Holding Company, Inc.

Dear Madam or Sir:

In regard to the above referenced matter, please find enclosed original and copy of the Articles of Incorporation for each of the above corporations, for filing.

I am also enclosing a check in the amount of \$367.50, to cover the costs of filing and the return of a certified of a certified copy of each set of articles, to the undersigned.

Thank you for your attention this matter.

Sincerely,

  
Frank J. Fiore  
Vice President

FILED  
98 DEC 18 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BERING-HYUNDAI LATIN AMERICA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporations Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **BERING-HYUNDAI LATIN AMERICA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the corporation shall be 13800 SW 8<sup>th</sup> Street, Suite 176, Miami, Florida 33184.

**ARTICLE III - NATURE OF THE BUSINESS**

This corporation may engage or transact in any of all lawful activities permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV - SHARES**

The number of shares that this corporation shall have the authority to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$0.01 per share.

**ARTICLE V - REGISTERED AGENT**

The street address of the initial registered agent of the corporation is 400 SW 128<sup>th</sup> Avenue, Miami, Florida 33184, and the name of the registered agent is Alfredo J. Quintero.

**ARTICLE VI - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**FILED**  
98 DEC 18 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII - DIRECTORS**

**All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall initially have one (1) director. The name and address of the initial member of the Board of Directors is:**

**Alfredo J. Quintero  
400 SW 128<sup>th</sup> Avenue  
Miami, Florida 33184**

## **ARTICLE VIII - BY-LAWS**

**The power to adopt, amend, alter or repeal by-laws shall be vested exclusively in the shareholders of the corporation.**

## **ARTICLE IX - INITIAL ISSUANCE OF STOCK**

**Shares of capital stock in the corporation shall be issued initially to the following shareholder, in the amount set opposite to his name:**

<b>Alfredo J. Quintero</b>	<b>5000 shares</b>
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## **ARTICLE X - AMENDMENTS**

**The corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred to the shareholder are subject to this reservation.**

## **ARTICLE XI - INCORPORATOR**

**The name and address of the incorporator of these Articles of Incorporation is:**

**Alfredo J. Quintero  
400 SW 128<sup>th</sup> Avenue  
Miami, Florida 33184**

The undersigned incorporator has executed these Articles of Incorporation on this 25 day of November, 1998.

  
ALFREDO J. QUINTERO

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

BERING-HYUNDAI LATIN AMERICA, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address located at 13800 SW 8<sup>th</sup> Street, Miami, Florida 33184, has named ALFREDO J. QUINTERO, residing at 400 SW 128<sup>th</sup> Avenue, Miami, Florida 33184 as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I further certify that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
ALFREDO J. QUINTERO

**FILED**  
98 DEC 18 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA