

BJ ACCOUNTING ASSOCIATES, INC.
2800 W. OAKLAND PARK BLVD. SUITE 109; FT. LAUDERDALE, FL. 33311

P99000021979

FEBRUARY 28, 1999

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

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

ATTENTION: INCORPORATION SECTION

REFERENCE: ~~R/EQUAL OF FLORIDA, INC.~~
ALSA AUTO, INC.

ENCLOSED HEREIN YOU WILL FIND COPIES EACH OF THE
ARTICLES OF INCORPORATION AND YOUR FEE IN THE AMOUNT OF
SEVENTY DOLLARS (\$70.00) TO COVER THE REQUIRED FILING
CHARGES FOR THE ENCLOSED INCORPORATION.

PLEASE PROCESS AS SOON AS POSSIBLE AND FORWARD THE COMPLETED
DOCUMENTS TO OUR NEW ADDRESS:

BJ ACCOUNTING ASSOCIATES, INC.
2800 W. OAKLAND PARK BLVD.
SUITE 109
FORT LAUDERDALE, FL. 33311

THANK YOU FOR YOUR COOPERATION IN THIS MATTER. IF YOU HAVE
ANY QUESTIONS, PLEASE CONTACT THE ACCOUNTING OFFICE AT THE
ADDRESS AND OR PHONE NUMBERS LISTED HEREIN. PHONE: (954)
731-2244 AND FAX US AT (954) 731-6688.

SINCERELY YOURS,

BETTY MARTIN

ENCS.

BM/B

PLEASE NOTE OUR NEW ADDRESS

FILED
99 MAR -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK MAR 10 1999

FILED
99 MAR -5 AM 9:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALSA AUTO, INC.

The undersigned Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, do hereby make, subscribe, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:
ALSA AUTO, INC.

ARTICLE II
PURPOSE

The general nature and purpose of the business to be transacted by this corporation shall be:
To engage in every phase and aspect of automotive sales, service and vehicular repairs.

To engage in any other type of lawful business.

To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred Shares (500) of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV
CAPITAL

The amount of capital with which this corporation shall commence business is not less than Two Hundred Fifty Dollars (\$250.00).

ARTICLE V
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

ARTICLE VI
ADDRESS

The principal office and mailing address of this corporation shall be located at 3703 N. E. 166th Street, Suite 407; North Miami Beach, Florida 33160.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

ALEXANDER IAKOVLEV
3703 N. E. 166TH STREET
SUITE 407
NORTH MIAMI BEACH, FL. 33160

ARTICLE VIII
BOARD OF DIRECTORS

The Directors constituting the initial Board of Directors shall be one (1) in number at this time but may be changed or increase at any time. The name and address of the person who will serve as member on the Board of this corporation is:

ALEXANDER IAKOVLEV
3703 N. E. 166TH STREET #407
NORTH MIAMI BEACH, FL. 33160

ARTICLE IX

The original incorporators of this corporation shall have the right upon its organization to assign and deliver their subscription of stock or specified number of stock shares thereof to any other person or to firms or corporations who may hereafter become subscribers to the

capital stock of said corporation; who upon acceptance of such assignment, shall stand in lieu of the incorporators and assume and carry out all the rights, liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of these instruments of assignment.

ARTICLE X
CORPORATE OFFICERS

The name and address of the corporate officer of this corporation and the corporate office held until a successor and or successors will be elected is:

ALEXANDER IAKOVLEV 3703 N.E. 166TH STREET SUITE 407 NO. MIAMI BEACH, FL. 33160	PRESIDENT/SECRETARY
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ARTICLE XI

The corporation shall indemnify any Officer or Director of this corporation to the full extent as permitted by law.

ARTICLE XII
STOCKHOLDERS

The name and address of the stockholder of this corporation is:

ALEXANDER IAKOVLEV
3703 N. E. 166th STREET #407
NO. MIAMI BEACH, FL. 33160

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision or provisions thereof, contained in these Articles of Incorporation in the same manner now or hereafter prescribed by Statute, and all rights conferred upon its stockholders herein are granted subject to this condition.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the uses and purposes aforesaid and does hereby declare and certify that the facts contained herein are true, this 26th day of FEB., in the year 1999.

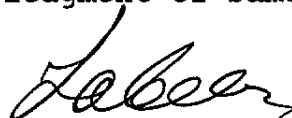


ALEXANDER YAKOVLEV

DESIGNATED REGISTERED AGENT AND OFFICE

The designated registered agent of ALSA AUTO, INC. is ALEXANDER IAKOVLEV and he will accept all the duties of a registered agent and accept service of process at the registered office address listed herein located at 3703 N.E. 166th Street, Suite 407, North Miami Beach, Fl. 33160.

Acknowledgment of Same:

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ALEXANDER IAKOVLEV

Feb. 26, 1999

FILED
99 MAR -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA