

P99000032565

Barry E. Hughes

TELEPHONE
(904) 788-9667

ATTORNEY-AT-LAW
2001 SOUTH RIDGEWOOD AVENUE
SOUTH DAYTONA, FLORIDA 32119

FACSIMILE
(904) 322-2564

April 1, 1999

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

100002829661--3
-04/05/99--01129--011
*****87.50 *****87.50

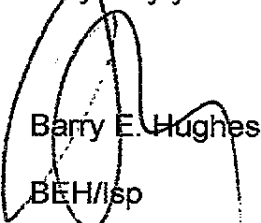
RE: Articles of Incorporation/Q.S.R. Auto Export, Inc.

Dear Sir or Madam:

Enclosed herewith please find my check in the sum of \$87.00 representing the cost for filing Articles of Incorporation for the above referenced corporation.

Should you have any questions, then please do not hesitate to contact me.

Very truly yours


Barry E. Hughes
BEH/lsp

Enclosure

FILED
99 APR -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 9 1999

ARTICLES OF INCORPORATION
OF
Q.S.R. AUTO EXPORT, INC.

FILED
99 APR -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is Q.S.R. AUTO EXPORT, INC., with its principal office located at 679 Beville Road, South Daytona, Florida, 32119.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b). To engage in the business of a used car dealership to involve the purchase, sale, lease, finance and export of used motor vehicles, parts and accessories.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

(e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without

issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI

The mailing address of the principal office of this corporation is 679 Beville Road, South Daytona, Florida, 32119, and the name of the registered agent of this of this corporation is Barry E. Hughes, Esquire, whose address is 2001 S. Ridgewood Avenue, South Daytona, Florida, 32119.

ARTICLE VII

This corporation shall have one(1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gaston Viscarra	679 Beville Road South Daytona, FL 32119

ARTICLE VIII

The name and address of the incorporator is:

Gaston Viscarra	679 Beville Road South Daytona, FL 32119
-----------------	---

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

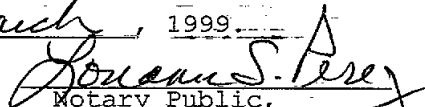
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30 day of March, 1999.


GASTON VISCARRA

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GASTON VISCARRA known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 30th day of March, 1999.


Notary Public,
My Commission Expires:



Louann S. Perez
MY COMMISSION # CC588792 EXPIRES
December 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for Q.S.R. Auto Export, Inc., with an office at 2001 S. Ridgewood Avenue, South Daytona, Florida, 32119 therefore to act as Registered Agent in accordance with the provisions of the said Statute.



BARRY E. HUGHES

99 APR -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED