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TRANSMITTAL LETTER

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

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-04/09/99--01025--007
*****78.75 *****78.75

SUBJECT: WOODPECKER CONSTRUCTION INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75

FROM: ANGELA SANTOS
Name (printed or typed)

4699 N FEDERAL HWY
Address

POMPANO BEACH FL 33064
City, State & Zip

954-786-0509
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 PM 6:21

NOTE: Please provide the original and one copy of the articles.

4-13
WS

ARTICLES OF INCORPORATION
OF
WOODPECKER CONSTRUCTION, INC.

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

ARTICLE I NAME

The name of the Corporation shall be: WOODPECKER CONSTRUCTION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida shall be located in:

1821 NE 39 Str
Pompano Beach FL 33064

County of Palm Beach. The Corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III PURPOSES

The purpose of this Corporation is for the detailing of motor vehicles. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE IV SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares of common stock with a par value of One Dollar (\$1.00).

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bento Ribeiro Da Silva
1821 NE 39 Str
Pompano Beach FL 33064

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

ARTICLE VIII INCORPORATOR

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

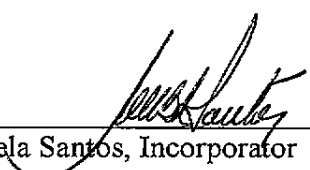
Angela Santos, Incorporator
4699 N Federal Hwy
Pompano Beach, FL 33064

The undersigned incorporator has executed these Articles of Incorporation this
Monday, March 29, 1999.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct
to the best of my knowledge

Monday, March 29, 1999.



Angela Santos, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 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.

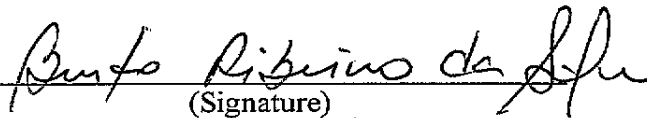
1. The name of the corporation is: WOODPECKER CONSTRUCTION INC.
2. The name and address of the registered agent and office is:

Bento Ribeiro Da Silva
(Name)

1821 NE 39 Str
(P.O. Box not acceptable)

Pompano Beach FL 33064
(City/state/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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