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April 19, 1999

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Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

Re: All Season Auto Corp.

Dear Sir/Madam:

Please find enclosed the original and one copy of the fully executed Articles of Incorporation of All Season Auto Corp., together with my check payable to your order in the sum of \$70.00 to cover the cost of filing the Articles and the registered agent's fee.

As usual, thanks for your prompt and efficient service.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

DMC
4/28/99

FILED
99 APR 26 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL SEASON AUTO CORP.

FILED
99 APR 26 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is: **ALL SEASON AUTO CORP.**

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service 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 price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 1303 W. 43rd Place, Hialeah, Florida 33012. The name of the initial registered office and initial registered agent of this corporation is **ALAN E. GREENFIELD, Esq.**, 2600 Douglas Road, Suite #911, Coral Gables, FL 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The name and address of the initial director is Nelson Agudelo, 1303 W. 43rd Place, Hialeah, Florida 33012. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial president, secretary-treasurer shall be Nelson Agudelo whose address is set forth above..

ARTICLE VIII

INCORPORATORS: The names and address of the persons signing these Articles of Incorporation are:

Nelson Agudelo	1303 W. 43rd Place Hialeah, FL 33012
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ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 19 day of April, 1999.



NELSON AGUDELO

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared NELSON AGUDELO, to me well known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 19th day of April, 1999.



NOTARY PUBLIC, STATE OF FLORIDA



ALAN E GREENFIELD
My Commission CC520325
Expires Feb. 01, 2000


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE MADE.**

FILED
APR 26 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **ALL SEASON AUTO CORP.**, with its principal office, located at 1303 W. 43rd Place, Hialeah, Florida 33012 has named **ALAN E. GREENFIELD, Esq.**, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.


ALAN E. GREENFIELD, Esq.
Registered and Resident Agent