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LAW OFFICES  
BENJAMIN T. SHUMAN

611 N. PINE HILLS ROAD  
ORLANDO, FLORIDA  
32808

(407) 295-4701

April 28, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

500002858255-4  
-04/30/99-01073-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: G & Q INTERNATIONAL AUTOS, TRUCKS & PARTS, INC.

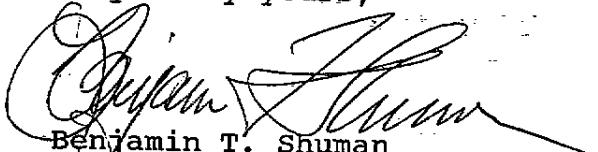
Gentlemen:

I enclose herewith original and copy of Articles of Incorporation for the above-captioned corporation together with my check in the amount of \$78.75 representing payment for the following:

Filing Fee	35.00
Resident Agent Designation (Contained within Articles)	35.00
Certified copy of Charter	8.75

Please furnish me with a certified copy of the Charter. Thank you for your cooperation in this matter.

Very truly yours,

  
Benjamin T. Shuman  
BTS/lS  
Enclosures

99 APR 30 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

AM 5/1/99

ARTICLES OF INCORPORATION

OF

G & Q INTERNATIONAL AUTOS, TRUCKS & PARTS, INC.

99 APR 30 AM 8:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is G & Q INTERNATIONAL AUTOS, TRUCKS & PARTS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

In addition to, and not in limitation of, other powers conferred by the laws of the State of Florida, this Corporation shall have authority to engage in business as a dealer for the purchase and resale of automobiles, trucks, and parts and therein to transport the same from point to point within the United States and to export the same to foreign countries directly and through agents.

Further, this Corporation shall have the power, but no duty, to enter into contracts of insurance, pension and profit sharing plans, both approved and unapproved, and retirement annuity contracts for its officers, directors, or employees.

Further the Corporation shall have the power to deal in checks, drafts, bills of exchange, bills of laden, and all other commercial documents in transacting its business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of stock in the aggregate, which shall be divided into two classes, to-wit: 50,000 shares of \$1.00 par value common stock and 50,000 shares of \$500.00 par value preferred stock.

The holders of the Common stock shall be entitled to one vote for each share of Common stock owned on all business matters of the

Corporation, including the right to elect directors, except only as the right to elect directors is given to the owners of the shares of the Preferred stock upon conditions herein set forth. Except as herein specifically provided, the owners of Preferred stock shall have no vote and no control in the management of the Corporation.

Except as herein otherwise provided, the holders of the Common stock shall be entitled to share prorata according to shares owned, all earnings of the Corporation which shall be distributed when and as dividends are declared by the directors. No dividends for holders of the Common stock shall be declared until after the dividends due Preferred shareholders have been fully paid.

The holders of the Preferred stock shall be entitled to and be paid a guaranteed dividend equal to an annual interest rate of eight and one-half percent (8.5%) of the par value of each share owned. Said dividends shall be paid quarterly and shall be cumulative. In addition thereto, in any year in which the net corporate earnings, after payment of taxes, exceeds \$50,000.00, the owners of the Preferred stock shall be entitled to an additional dividend equal to ten percent (10%) of said net profit to be declared and paid in the first quarter of the year following the year in which said earnings occurred. Payment of dividends for a given quarter may be extended to a later date in writing by a majority of the shareholders in which event no default may be declared. However, if without written extension, dividends are not paid when due for two consecutive quarters, the holders of the issued and outstanding Preferred stock shall have the right to elect a majority of directors to assume the duties of that office immediately upon said election, replacing the directors named for replacement in the notice of said election. Directors thus elected shall continue as directors until all accrued dividends payable to the Preferred shareholders shall have been paid in full, whereupon Common shareholders shall resume full control of the Corporation. Preferred stock and all accrued and unpaid dividends to which it is entitled shall be a first lien on the assets of the Corporation. Preferred shareholders shall have a first lien on all assets of the

Corporation.

In the event of any liquidation or dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of Preferred stock shall be entitled to be paid in full both the full par amount of their shares and the accrued dividends thereon before any amount shall be paid to the holders of the Common stock.

Shares of Preferred stock may be redeemed upon payment of the par value of said Preferred shares plus all accrued dividends.

Provisions for notice of election of directors by Preferred shareholders, redemption of shares, and other administrative matters may be set forth in the by-laws of the Corporation. Further, provisions restricting salaries of officers, prohibiting issuance of other classes of stock, dissolutions, mergers and other substantial changes in the structure of the Corporation may be set forth in the by-laws and those provisions of the by-laws shall not be amended except with the prior written approval of owners of a majority of the issued and outstanding shares of Preferred stock.

Owners of Preferred shares shall have no preemptive rights as preferred shareholders to purchase shares of Common stock. Preferred shareholders may, however, purchase shares of Common stock and be entitled to all the privileges of Common stock ownership, including preemptive rights to purchase Common stock as a Common stock shareholder prorata with all other Common stock shareholders. Ownership of Common stock shall not result in any impairment of the rights incident to the ownership of Preferred stock.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every Common stock shareholder, upon the sale for cash of any new issue of Common stock of this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Prorata share means that a shareholder shall have the right to purchase that percentage of new issue stock

which is equal to the percentage of authorized and issued Common stock held by him at date of determination to issue the new stock. A Common stock shareholder may purchase more shares than the amount allowed under this preemptive right, if the same are available.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, which is also the principal office and mailing address of this Corporation, is 548 Mission Road, Orlando, Florida 32808, and the name of the initial registered agent of this Corporation at that address is Richard Gonzalez.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two directors initially. 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 names and addresses of the initial directors of this corporation are:

Richard Gonzalez	1865 S. Kirkman Rd., Apt. 921 Orlando, FL 32811
Jose Gilberth Quesada	1865 S. Kirkman Rd., Apt. 921 Orlando, FL 32811

**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

Richard Gonzalez	1865 s. Kirkman Rd., Apt. 921 Orlando, FL 32811
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**ARTICLE IX - BY-LAWS**

The power to adopt by-laws shall be vested initially in the organizers of this Corporation. Said by-laws may thereafter be amended by the directors or the shareholders, except that neither shall have the right to amend any by-law which is declared to be for the protection of preferred shareholders in the by-laws adopted at the initial organizational meeting of this Corporation, unless the written consent of a majority of the Preferred stock shareholders is first obtained.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

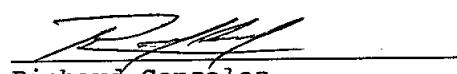
Richard Gonzalez	5000 SHARES
Jose Gilberth Quesada	5000 SHARES
Marco A. Gonzalez	500 SHARES

Sale of the shares of Common Stock of this Corporation may be restricted by shareholder agreement and if restricted the fact of such restriction shall be noted on the face of the Certificates evidencing the ownership of the stock which is restricted. The terms of options to purchase and other matters related to buying and selling said shares, if any, shall be set forth in a written agreement executed by the Common stock shareholders and the Corporation. A copy of the buy-sell agreement shall be appended to the minutes of the meeting at which such agreement was approved by the Corporation.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. However, no amendment shall become effective unless it is first approved in writing a majority of the shareholders of the Preferred stock of this Corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of April, 1999.

  
Richard Gonzalez

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of April, 1999, by Richard Gonzalez who is personally

known to me or who produced ~~Florida~~ Driver's License No. 10653217  
as identification.

NOTARIAL  
SEAL

Notary Public-State of Florida:

Sign Name: Loretta Shuman



Loretta Shuman  
MY COMMISSION # CC769118 EXPIRES  
September 3, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Print Name: Loretta Shuman

My Commission Expires: 9/3/032  
Commission No.: CC 769118

Having been named registered agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.

A handwritten signature of Richard Gonzalez.

Richard Gonzalez  
Registered Agent

99 APR 30 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED