

Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : MACINTER CORPORATION
Account Number : I19980000043
Phone : (954) 430-7616
Fax Number : (954) 430-7238

FLORIDA PROFIT CORPORATION OR P.A.

JINCHENG MOTORS USA, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

W-11494

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ARTICLES OF INCORPORATION

The Undersigned incorporator(s) for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopt(s) the following articles of incorporation.

Article I - Corporate Name

JINCHENG MOTORS USA, INC.

The street address of the principal office of this corporation in the State of Florida shall be 15279 NW. 7 Street, Pembroke Pines, Florida 33028. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

Article II - Term of Existence

This corporation shall exist PERPETUALLY unless dissolved according to Florida Law.

Article III - Nature of Business

This corporation may engage or transact in any lawful activities permitted under the laws of the United States, the State of Florida, any other state, country, territory or nation.

Article IV - Capital Stock

IV.1 The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 SHARES OF COMMON STOCK having \$1.00 par value per share. This corporation shall not commence business until at least \$1000 dollars have been received by it as consideration for the issuance of shares.

MACINTER CORPORATION
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IV.2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

IV.3. The board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article V - Incorporators

The name(s) and street address(es) of the incorporators(s) to these articles of incorporation is(are):

Miguel A. Curci
15279 NW. 7 STREET
Pembroke Pines, Fl 33028

MACINTER CORPORATION
15279 NW. 7th. STREET
Pembroke Pines, Fl 33028
Ph. (954) 430-7616- Fax (954) 430-7238
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Article VI - Registered Office and Registered Agent

The initial address of registered office of this Corporation is MACINTER CORPORATION, located at 15279 NW. 7 Street, Pembroke Pines, Florida 33028. The name and address of the registered agent of this Corporation is MACINTER CORPORATION., 15279 NW. 7 Street, Pembroke Pines, Florida 33028.

Article VII - Officers

The name(s) of the initial officer(s) is(are):

JUAN CAMILO VILLEGAS (President)

Article VIII - Director(s)

The Director(s) of the Corporation shall be:

JUAN CAMILO VILLEGAS

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Article IX- Special Provisions

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as are necessary will be taken by the appropriate officers to accomplish this compliance. —

Article X - Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable and distributed among the Board of Directors and Officers.

Article XI - Shareholders' restrictive agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

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Article XII- Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article XIII- Bylaws

The board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XIV- Amendment


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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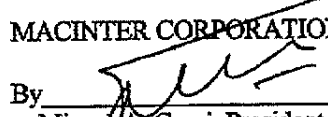
IN WITNESS WHEREOF, The undersigned subscriber(s) have executed these articles of incorporation this May 10, 1999.


Miguel A. Curci
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

MACINTER CORPORATION, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

MACINTER CORPORATION.

By 
Miguel A. Curci, President
Date: May 10, 1999

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