

May 19, 1999

P99000047436

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

500002882675--3
-05/21/99--01085--012
***122.50 ***78.75

RE: G F Z Auto Sales, Inc.

Gentlemen:

Enclosed please find original and copy of Articles of incorporation and check in the amount of \$122.50 for proper filing with you office. Please return certified copy to the undersigned.

Sincerely,

Ivette Zuloaga

Ivette Zuloaga
Enclosures

GFZ Auto Sales, INC
2699 Collins Ave, Suite 104
Miami Beach, FL 33140

FILED
99 MAY 21 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPIRATION DATE
5-14-99

5-25
WS

ARTICLES OF INCORPORATION

OF

G F Z AUTO SALES, INC.

FILED
99 MAY 21 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is G F Z AUTO SALES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on May 14, 1999.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and office of this corporation is Francisco Zuloaga, Sr., 2699 Collins Ave., Suite #104, Miami Beach, FL 33140.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial director(s) of this corporation is:

Francisco Zuloaga, Sr.
2699 Collins Avenue, Suite #104
Miami Beach, FL 33140

EFFECTIVE DATE
5-14-99

ARTICLE VII - BY LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, 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 early as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name of the person signing these articles is Francisco Zuloaga Sr.

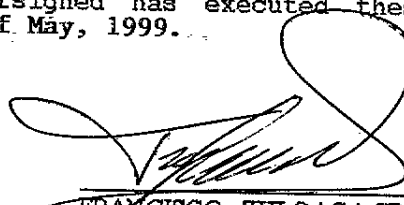
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida general Corporation Act.

Articles of Incorporation
Page 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of May, 1999.


FRANCISCO ZULOAGA SR.

ACCEPTANCE AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORAITON, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO C OMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED this 14th day of May, 1999.


FRANCISCO ZULOAGA, SR.