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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -1 PM 12:42

May 26, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

SUBJECT: GTO Auto Repairs, Corp.

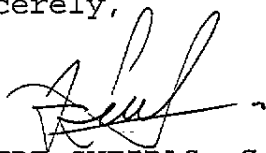
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*****78.75 *****78.75

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of GTO Auto Repairs, Corp., which were executed on May 19th 1999. Also enclosed find a check for \$78.75 to cover incorporation charges.

If you have any questions you may contact the undersigned.

Sincerely,



ALBERT SUEIRAS, C.P.A.

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ARTICLES OF INCORPORATION
OF
GTO Auto Repairs, Corp.

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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is GTO Auto Repairs, Corp.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The nature of the business and the objects and purposes to be transacted and carried on are to engage in any business as lawfully permitted under the laws of the State of Florida and the United States of America.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 5,000 (five thousand), all of which shall be one class of common stock having a par value of \$1.00 each.

FIFTH: The address of its initial registered office is 10920 NE 6 Avenue, Miami, Florida 33161 and the name of the initial registered agent at such address is Antonio Menendez.

SIXTH: The initial board of directors will consist of one director, whose names and address are:

President, Vice President, Secretary, Treasurer: Antonio Menendez, 10920 NE 6 Avenue, Miami Fl. 33161

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.

SEVENTH: The name and address of the incorporator is Antonio Menendez, 10920 NE 6 Avenue, Miami, Florida 33161.

EIGHTH: Preemptive Rights shall be as follows: Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is, 10920 NE 6 Avenue Miami, Florida 33161.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

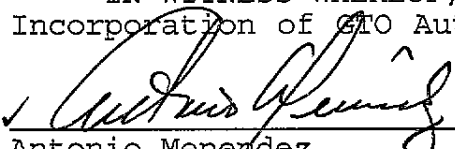
ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its directors to approve reimbursement to the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

THIRTEENTH: The power to adopt, alter or repeal bylaws shall be vested in the board of directors and the stockholders, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of GTO Auto Repairs, Corp. this 18th day of May, 1999.

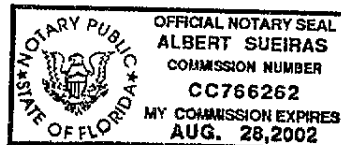

Antonio Menendez
INCORPORATOR

STATE OF FLORIDA :
:SS
COUNTY OF DADE :

ON THIS 19th day of May, 1999, before me, a notary public duly authorized in the state of Florida, County of DADE, personally appeared Antonio Menendez, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


NOTARY PUBLIC
STATE OF FLORIDA




CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN - 1 PM 12:42

GTO Auto Repairs, Corp., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named Antonio Menendez, located at 10920 NE 6 Avenue CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, 33161, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

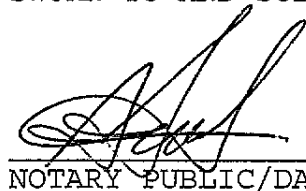
Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.


Antonio Menendez, REGISTERED AGENT

5-19-99
DATED

STATE OF FLORIDA :
:SS
COUNTY OF DADE :

SWORN TO AND SUBSCRIBED this 19th day of May, 1999.


NOTARY PUBLIC/DATE 5/19/99

