

PO0000007140

WESTCHESTER AUTO CORP.

825 Brickell Bay Drive

Suite 1643

Miami, Florida 33131

(305) 374-1744

January 13, 2000

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gainesville Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

RE: Westchester Auto Corp.

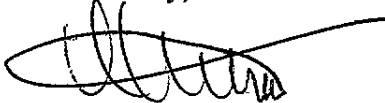
Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Westchester Auto Corp., and a check made payable to the Department of State in the amount of \$87.50. The enclosed amount includes the filing fee, designation of Registered Agent, certified copy and certificate fee. Please return a certified copy and certificate to me at the address listed above as soon as possible.

I would appreciate your prompt attention to this matter.

Thanking you, in advance, for your help.

Sincerely,



Victor H. Mendelson

Enclosure

VHM/vem/departementofstate

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00 JAN 14 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JAN 24 2000

**ARTICLES OF INCORPORATION
OF**

Westchester Auto Corp.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:
Westchester Auto Corp.

ARTICLE II. MAILING ADDRESS OF CORPORATION

825 Brickell Bay Drive
Suite 1643
Miami, Florida 33131

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation in the State of Florida shall be:

VICTOR H. MENDELSON, ESQ.
825 Brickell Bay Drive
Suite 1643
Miami, Florida 33131

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

VICTOR H. MENDELSON
825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

VICTOR H. MENDELSON, ESQ.
825 Brickell Bay Drive
Suite 1643
Hollywood, Florida 33131

ARTICLE X. CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT

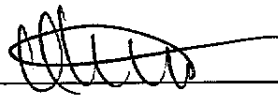
These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or

hereafter.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 13th day of JANUARY, 2000.

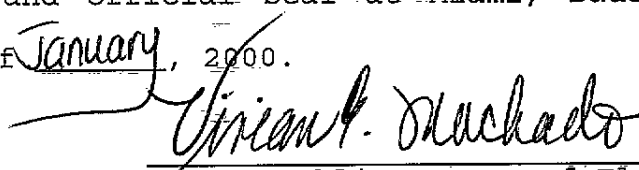
By: 

Victor H. Mendelson

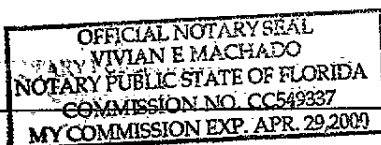
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Victor H. Mendelson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 13 day of January, 2000.


Notary Public, State of Florida

My Commission Expires:



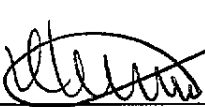
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,
the following is submitted, in compliance with said Statutes:

That Westchester Auto Corp., desiring to organize under the
laws of the State of Florida, with its initial registered office at
825 Brickell Bay Drive, Suite 1643, Miami, Florida 33131, appoints
Victor H. Mendelson, 825 Brickell Bay Drive, Suite 1643, Miami,
Florida 33131, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-
stated Corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity and agree to comply with the
provisions of said Statutes relative to keeping open said office.



Victor H. Mendelson

articles.westchester

FILED
00 JAN 14 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA