

P01000038/02

EXECUTIVE OFFICE:

HIGHWOODS SQUARE II
Suite 125
2650 N. Military Trail
Boca Raton, FL 33431

561/997-4002
1-800-HOTELS-2
Date: 305/944-0501
Fax: 561/997-4003

April 9, 2001

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

900003994419-5
APR 12 2001 01070-011
*****18.75 *****18.75

RE: PLANTATION AUTO MALL, INC.

To Whom it May Concern:

Enclosed are the Articles of Incorporation of the above-captioned corporation. This corporation has no connection with the corporation that was previously filed with the State.

Kindly prepare a copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

We are enclosing our check in the amount of \$78.75 to cover the filing fee and registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

Robert N. Goldstein

Encls.

cc: Scott Kogan
legal\corpdocs\TL-PAMI.wpd

01 APR 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- HOTEL • MOTEL
- RESORT • RESTAURANT
- Management
- Brokerage
- Development
- Consultants

Hospitality Consultants, Inc.

PH 4/16/01-

FILED

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ARTICLES OF INCORPORATION
OF
PLANTATION AUTO MALL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation shall be:

PLANTATION AUTO MALL, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 850 N. State Road, Plantation, Florida 33317. The registered agent is Scott Kogan, 850 N. State Road 7, Plantation, FL 33317.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE AND PURPOSE

The purpose for which this Corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of share of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK


Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1000 at \$.10 par value per share.

Section 2. Preemptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any share of the

ARTICLE XI. INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of April, 2001.



Robert N. Goldstein

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 6th day of April, 2001 by Robert N. Goldstein, who is known to me to be the person in and who has executed the foregoing instrument and who has taken an oath.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida this 6th day of April, 2001.



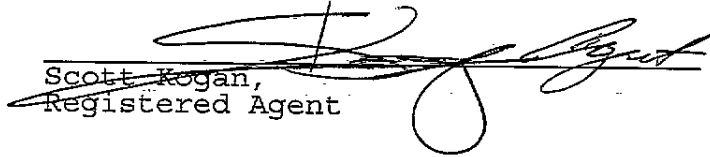
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:
Nancy Rose Goldstein
Commission # CC 940232
Expires Sep. 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

PLANTATION AUTO MALL, INC., having appointed the undersigned as its Registered Agent, at 850 N. State Road 7, Plantation, Florida 33317 as its registered office, the undersigned hereby accepts said appointment and agrees to act in said capacity.


Scott Kogan,
Registered Agent

01 APR 12 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED