

P98000012783

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

8:34 AM

((H98000012783 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALL FLORIDA AUTO WHOLESALERS, INC.

AUDIT NUMBER.....H98000012783

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

Connect: 00:03:08

FILED

98 JUL 10 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

891017 m

(5)

H98000012783

ARTICLES OF INCORPORATION
OF
ALL FLORIDA AUTO WHOLESALERS, INC.

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

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation and its principal office is located at:

All Florida Auto Wholesalers, Inc.
1320 S. Dixie Highway, Suite 385
Coral Gables, Florida 33146

FILED
98 JUL 10 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. NAME 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 III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One and 00/100 (\$1.00) Dollar per share.

Shares may be issued only for consideration having 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.

This instrument prepared by:
Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146
Florida Bar No.: 286516

(305)668-8875

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

H98000012783

H98000012783

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of corporation is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

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

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Evan Contorakes
1320 S. Dixie Hwy., Ste. 385
Coral Gables, Florida 33146

Stan P. Glaser
1320 S. Dixie Hwy., Ste. 385
Coral Gables, Florida 33146

The person named as initial director shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

H98000012783

H98000012783

Matt D. Goldman
1450 Madruga Avenue, Suite 203
Coral Gables, Florida 33146

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by at least the 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.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the 8th day of July, 1998.

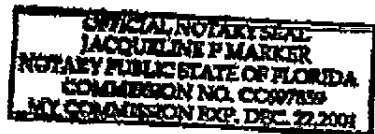
BY: *Matt D. Goldman*
Matt D. Goldman

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared, Matt D. Goldman, known to be the person described as incorporator and who executed the foregoing Articles of Incorporation for the reasons expressed therein.

WITNESS my hand and seal at Miami-Dade County, Florida this 8th day of July, 1998.

Jacqueline P. Marker
NOTARY PUBLIC, STATE OF FLORIDA
Notary's Name:



personally known to me
 produced the following identification _____

H98000012783

H98000012783

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes the following is submitted:

That--ALL FLORIDA AUTO WHOLESALERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1320 S. Dixie Highway, Suite 385, Coral Gables, Florida 33146, County of Miami-Dade, State of Florida, has named Matt D. Goldman, Esq., Matt D. Goldman, P.A., 1450 Madruga Avenue, Suite 203, Coral Gables, Florida 33146, County of Dade, State of Florida, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Signature: 
Matt D. Goldman, registered agent

Dated: 7/8/98

FILED
98 JUL 10 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

clwp01tamplcoontoreka.aol

H98000012783