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99 JUN 23 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. Box 590460 Ft. Lauderdale, Fl. 33359 * 954-731-3900 or 800-338-2680 * Fax 954-731-0417

Certified R/R Z 076 377 521

June 18, 1999

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

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-06/23/99--01050--013
*****61.25 *****61.25

Re: Restated Articles of Incorporation
Nation Motor Club, Inc.

To Whom it May Concern:

Enclosed please find a Certificate of Amendment together with our Restated Articles of Incorporation. Also enclosed herewith is our payment in the amount of \$61.25, which includes a \$35.00 filing fee plus \$26.25 for three (3) new certified copies of our Articles of Incorporation.

Please contact me at (954)731-3900, ext. 209 should you require any further information.

Sincerely,

Lisa Clark

Lisa Clark,
Controller

Encl.

*Lisa Clark gave Authorization
to delete "Initial" 6/30 B*

Restated Art.

V. SHEPARD JUL 1 1999

RESTATED ARTICLES OF INCORPORATION OF THE
NATION MOTOR CLUB, INC.

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ARTICLE I - NAME

The name of this corporation is Nation Motor Club, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, under the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase his proportionate share thereof.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the ~~initial~~ ^{initial} registered office of this corporation is:

1880 Brickell Avenue

Miami, Florida 33129

and the name of the ~~initial~~ ^{initial} registered agent of this corporation at that address is:

Charles Grimsley

Which agent, pursuant to section 48.091, Florida Statutes, shall accept service of process within this state.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. The names and addresses of the ~~initial~~ ^{initial} directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Frank Mennella	3900 W. Commercial Boulevard, Suite 200 Ft. Lauderdale, Florida 33359-0460

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer or agent, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director or agent is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is also a director or officer of such other corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Restated Articles of Incorporation is:

Michael Smith
3900 W. Commercial Blvd., Suite 200
Ft. Lauderdale, Florida 33359-0460

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 8 day of June, 1999.

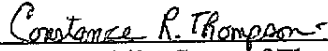


MICHAEL SMITH


STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the state and county above named, to take acknowledgements, personally appeared, Michael Smith, to me known to be the person who executed the foregoing Restated Articles of Incorporation and who acknowledges before me that he executed those Restated Articles of Incorporation.


WITNESS my hand official seal in the county and state named above this 8 day of June 1999.



Notary Public, State of Florida at Large

My Commission Expires:
 **CONSTANCE R. THOMPSON**
COMMISSION # CC 706493
EXPIRES FEB 8, 2002
BONDED THRU
STATE SERVICE BONDING CO., INC.

The undersigned having been named to accept service of process for the above corporation at the place designated in Article VI hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



CHARLES GRIMSLEY

CERTIFICATE OF AMENDMENT

NATION MOTOR CLUB, INC.

Nation Motor Club, Inc, a corporation of the State of Florida, whose registered office is located at 1880 Brickell Avenue, Miami, Florida 33129, certifies pursuant to the provision of Section 607.1006 and 607.1007, Florida Statutes, as amended, that at a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on June 4, 1999, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that the Articles of Incorporation is amended to read as stated in the attached Restated Articles of Incorporation.

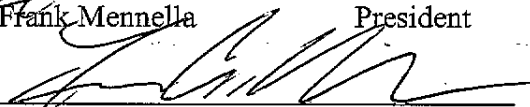
Signed on June 4, 1999.

Nation Motor Club, Inc.

By


Frank Mennella

President


Frank Mennella

Secretary