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August 27, 2001

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

Re: *Associated Automotive Group, Inc.*

200004562032--3
-08/29/01--01052--013
*****87.50 *****87.50

Dear Sir or Madam:

This firm represents Associated Automotive Group, Inc., a Nevada, for profit corporation.

Enclosed find my client's completed Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is my firm's check in the amount of \$87.50, representing the \$70.00 filing fee, \$8.75 for a Certificate of Status, and \$8.75 for a Certified Copy of the Application.

Please return the certified copy of the application and certificate of status to this office as soon as possible. Your anticipated cooperation and prompt attention to this matter is greatly appreciated.

Very Truly Yours,


Andrew Merlo

AM/js
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

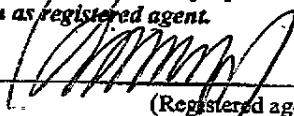
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ASSOCIATED AUTOMOTIVE GROUP, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEVADA
(State or country under the law of which it is incorporated)
3. 58-2640207
(FEI number, if applicable)
4. 7-23-01
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 7-25-01
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2656 SOUTH FEDERAL HIGHWAY
DELRAY BEACH, FL 33483
(Current mailing address)
8. ANY LAWFUL PURPOSE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: DAVID JACOBY
Office Address: 2656 SOUTH FEDERAL HIGHWAY
DELRAY BEACH, Florida, 33483
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and 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 am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

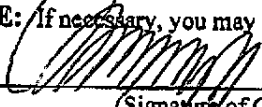
SEE ATTACHED

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

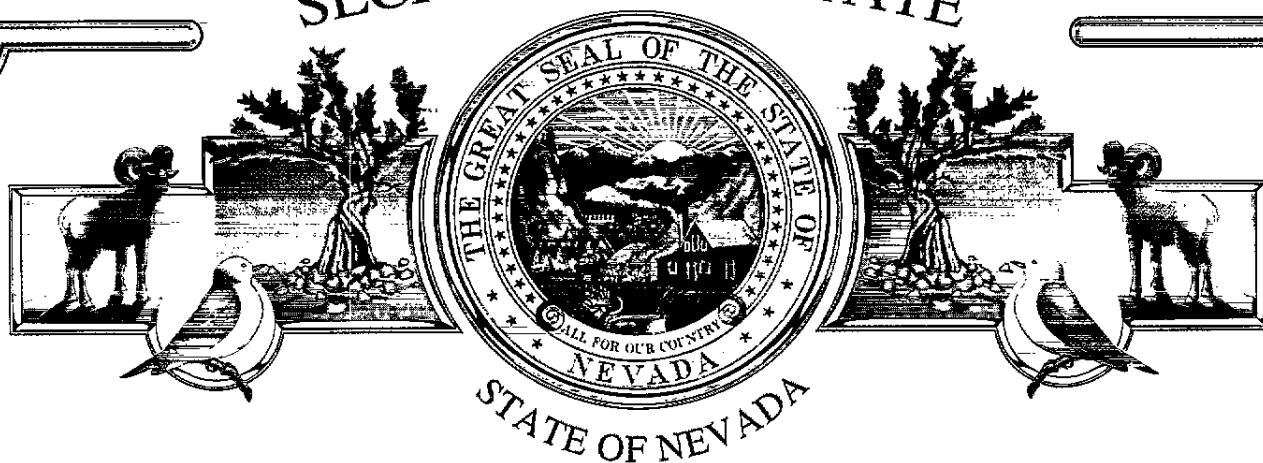
A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: BARRY TENZERAddress: 2656 SOUTH FEDERAL HIGHWAY
DELRAY BEACH, FL 33483

Vice Chairman: _____

Address: _____

Director: BARRY TENZERAddress: 2656 S. FEDERAL HIGHWAY
DELRAY BEACH, FL 33483Director: DAVID JACOBYAddress: 2656 S. FEDERAL HIGHWAY
DELRAY BEACH, FL 33483**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: BARRY TENZERAddress: 2656 S. FEDERAL HIGHWAY
DELRAY BEACH, FL 33483Vice President: DAVID JACOBYAddress: 2656 S. FEDERAL HIGHWAY
DELRAY BEACHSecretary: DAVID JACOBYAddress: 2656 S. FEDERAL HIGHWAY
DELRAY BEACH, FL 33483Treasurer: BARRY TENZERAddress: 2656 S. FEDERAL HIGHWAY
DELRAY BEACH, FL 33483**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. DAVID JACOBY, VICE PRESIDENT & SECRETARY
(Typed or printed name and capacity of person signing application)FILED
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SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **ASSOCIATED AUTOMOTIVE GROUP, INC.** did on **July 23, 2001** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 24, 2001.

Dean Heller

Secretary of State

By

Patricia Loman

Certification Clerk



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA