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LAW OFFICE OF
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NORTH MIAMI, FLORIDA 33181

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THOMAS E. GLICK*
HOWARD S. WEINSTEIN

*CERTIFIED FEDERAL COURT MEDIATOR
*CERTIFIED CIRCUIT COURT AND FAMILY MEDIATOR

June 24, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 AM 8:00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002226111-8
JUN 30 1997
***285.00 ***285.00

Re: **Mr. C's Auto Sales of Lauderhill, L.C.**
Articles of Organization

Dear Sir/Madam:

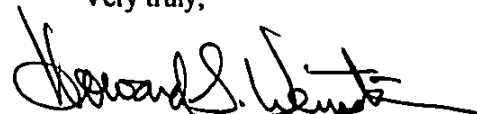
Enclosed herewith please find the following documents for filing with your division in order to initiate a Limited Liability Company.:

1. Articles of Organization & Exhibit thereto;
2. Acceptance of Registered Agent;
3. Check in the amount of \$285.00 to cover the filing fee and Designation of Registered Agent;
4. Conforming Copy of the foregoing.

Kindly file the originals in the public records and forward the conforming copy bearing your organization's time stamp to my attention in the postage paid pre-addressed envelope provided.

I thank you in advance for your assistance in this matter. Should you have any questions or concerns please call the undersigned.

Very truly,



HOWARD S. WEINSTEIN
For The Firm

HSW:ss
enc

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ARTICLES OF ORGANIZATION

OF

MR. C'S AUTO SALES OF LAUDERHILL, L.C.

THE UNDERSIGNED, two or more persons hereby form a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 and adopt as the Articles of Organization of such Limited Liability Company the following:

ARTICLE I

NAME

The name of this Limited Liability Company is:

MR. C'S AUTO SALES OF LAUDERHILL, L.C.

ARTICLE II

PERIOD OF DURATION

The period of duration of this Limited Liability Company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute or by agreement of the members.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the company shall be:

891 NORTH STATE ROAD 7
MARGATE, FLORIDA 33063

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

HOWARD S. WEINSTEIN, Esq.
11900 BISCAYNE BLVD., SUITE 740
NORTH MIAMI, FLORIDA 33181

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ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company as is illustrated in Exhibit "A" attached hereto.

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the consent of a majority of the members. The foregoing notwithstanding, member, MR. C'S AUTO SALES OF MARGATE, INC. shall contribute operation, management and training services to the company. STANLEY J. ZINN shall personally arrange financing for the purchase of inventory. The terms of such financing shall be more particularly described in the Members' Agreement.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the prior written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

ARTICLE VIII

RIGHT TO CONTINUE CONDUCT OF BUSINESS TO PERPETUITY

In the event that any one or more members should die, retire, resign, file for bankruptcy, suffer expulsion by the majority vote of members, be dissolved by administrative dissolution or any other event that may terminate the continued membership of a member in this Limited Liability Company the remaining members of the company (providing there are a minimum of 2 remaining members) have the right to continue conduct and operation of the business for perpetuity. If the remaining members wish to continue the business, then the remaining members shall pay the terminated member a fair market value for his share of the business as same may be determined by

a mutually determined person or company that is qualified to appraise businesses.

ARTICLE IX

TERMINATION OF EXISTENCE

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except however, the business of the company may be continued by the consent of a majority of the remaining members in accordance with the provisions of paragraph VIII hereof and/or any other subsequent agreement(s) formulated between the members.

ARTICLE X

MANAGEMENT

The company shall be managed initially by the members and/or those officers elected by the majority vote of the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

The names and address of the members of the company are:

MR. C'S AUTO SALES
OF MARGATE, INC.

891 North State Road 7
Margate, FL 33063

BROTHER RESHEF ISRAEL, LTD.

2000 Island Blvd., Ste. #2910
Aventura, FL 33063

Until or unless the members decide otherwise in a writing subsequent to these Articles of Organization, the management of the day to day operations of the company shall be by member,

MR. C'S AUTO SALES OF MARGATE, INC. more particularly, the President of said company, Mark Cohen.

IN WITNESS WHEREOF, the undersigned organizers and members have made and subscribed these Articles of Organization at N. Miami, Florida, on this 18th day of June, 1997.

MR. C'S AUTO SALES OF MARGATE, INC.

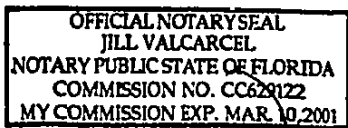
Mark Cohen
BY: Mark Cohen
ITS: President

Witnesses:

Howard S. Weinstein
Paul C. [unclear]

STATE OF FLORIDA
COUNTY OF Dade

Sworn to (or affirmed) and subscribed before me this 18th day of June 1997, by MARK COHEN, President of MR. C'S AUTO SALES OF MARGATE, INC. who is personally known to me, or produced as identification.



Jill Valcarcel
NOTARY PUBLIC, State of Florida
My Commission Expires:

BROTHER RESHEF ISRAEL, LTD.

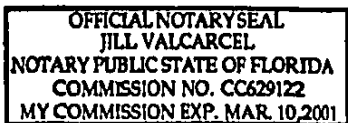
Stanley Zinn
BY: Stanley Zinn
ITS: Chairman

Witnesses:

Howard S. Weinstein
Paul C. [unclear]

STATE OF FLORIDA
COUNTY OF Dade

Sworn to (or affirmed) and subscribed before me this 18th day of June, 1997 by STANLEY J. ZINN, Chairman of BROTHER RESHEF ISRAEL, LTD. who is personally known to me, or produced as identification. Fla. Drivers License



Jill Valcarcel
NOTARY PUBLIC, State of Florida
My Commission Expires:

EXHIBIT "A"
to ARTICLES OF ORGANIZATION
OF
MR. C'S AUTO SALES OF LAUDERHILL, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 AM 8:00

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member(s) or authorized representative(s) of a member of MR. C'S AUTO SALES OF LAUDERHILL, L.C., depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$5,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00 however, each party shall comport with their future obligations of providing services and/or financing as more particularly set forth in the Members' Agreement.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$5,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: 6/18, 1997.

MR. C'S AUTO SALES OF MARGATE, INC.

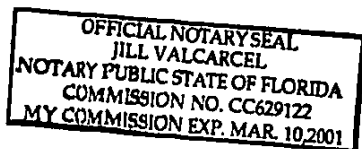
Mark Cohen
By: MARK COHEN
Its: President

BROTHER RESHEF ISRAEL, LTD.

Stanley J. Kinn
By: STANLEY J. KINN
Its.: Chairman

STATE OF FLORIDA
COUNTY OF Dade

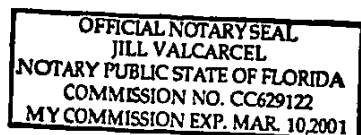
Sworn to (or affirmed) and subscribed before me this 18th day of June 1997, by MARK COHEN, President of MR. C'S AUTO SALES OF MARGATE, INC. who ✓ is personally known to me, or _____ produced _____ as identification.



Jill Valcarcel
NOTARY PUBLIC, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

Sworn to (or affirmed) and subscribed before me this 18th day of JUNE, 1997 by STANLEY J. ZINN, Chairman of BROTHER RESHEF ISRAEL, LTD. who _____ is personally known to me, or _____ produced Fla. Drivers License as identification.

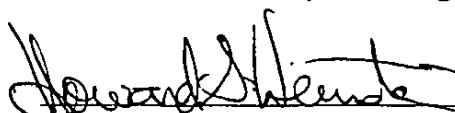


Jill Valcarcel
NOTARY PUBLIC, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MR. C'S AUTO SALES OF LAUDERHILL, L.C., as the Registered Agent of the foregoing Limited Liability Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.


HOWARD S. WEINSTEIN, Registered Agent

DATED: June 18, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 AM 8:00