

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100, Tallahassee, Florida 32302
(850) 224-8000 / 800-342-8002 Fax (850) 224-2222

L9800000064

Mr. O's Auto Sales &
Miramar, L.C.

L98-64

Name Availability	OK 1-20
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

Signature _____

Requested by: LS

Name _____

Date 1/20/98

Time 9:19

Walk-In _____

Will Pick Up _____

_____	Art of Inc. File	_____
_____	LTD Partnership File	_____
_____	Foreign Corp. File	_____
<input checked="" type="checkbox"/>	L.C. File	400002404264-6 -01/20/98-01008-014 *****285.00 *****285.00
_____	Fictitious Name File	_____
_____	Trade/Service Mark	_____
_____	Merger File	_____
_____	Art. of Amend. File	_____
_____	RA Resignation	_____
_____	Dissolution / Withdrawal	_____
_____	Annual Report / Reinstatement	_____
_____	Cert. Copy	_____
<input checked="" type="checkbox"/>	Photo Copy	_____
_____	Certificate of Good Standing	_____
_____	Certificate of Status	_____
_____	Certificate of Fictitious Name	_____
_____	Corp Record Search	_____
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_____	Fictitious Search	_____
_____	Fictitious Owner Search	_____
_____	Vehicle Search	_____
_____	Driving Record	_____
_____	UCC 1 or 3 File	_____
_____	UCC 11 Search	_____
_____	UCC 11 Retrieval	_____
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ARTICLES OF ORGANIZATION

OF

MR. C'S AUTO SALES OF MIRAMAR, 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 MIRAMAR, 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:

Street Address: 4006 SOUTH STATE ROAD 7
MIRAMAR, FLORIDA 33023-6164

Mailing Address: 891 NORTH STATE ROAD 7
MARGATE, FLORIDA 33063

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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

ARTICLE V

CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company as illustrated in Exhibit "A" attached hereto.

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only with the consent of a majority of the Members. The foregoing notwithstanding, MARK COHEN and DANA ROSS-COHEN Principals in Member, MR. C'S AUTO SALES, INC. shall contribute operation, management and training services to the Company. Member, BARAK KADEM shall contribute management services to the Company and Member, NICE INVESTMENTS, L.C. shall arrange financing for business operations and 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.

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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 providing there are at least two members remaining with the business and/or pursuant to 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 addresses of the Members of the Company are:

MR. C'S AUTO SALES, INC.

891 North State Road 7
Margate, FL 33063

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NICE INVESTMENTS, INC.

2600 Island Blvd., Ste. #2401
Aventura, FL 33160

BARAK KADEM

571 N.W. 108th Ave.
Plantation, FL 33325

Until or unless the Members decide otherwise in a writing subsequent to the filing of these Articles of Organization, the management of the day to day operations of the Company shall be by its President, MARK COHEN.

ARTICLE XI

VOTING RIGHTS

Member, BARAK KADEM evidenced by his signature below, herein acknowledges and agrees that until or unless the voting Members decide otherwise in a writing subsequent to the filing of these Articles of Organization, Member, BARAK KADEM shall have no voting rights and 100% of the voting rights attributable to his shares are irrevocably assigned and equally divided to Member, MR. C'S AUTO SALES, INC. and Member, NICE INVESTMENTS, L.C.. Member, BARAK KADEM shall have a right to participate in the profits of the Company as an equal one third (1/3) interest. All voting rights shall be exercised by Members, NICE INVESTMENTS, L.C. having Fifty (50%) Percent voting power and MR. C'S AUTO SALES, INC. having Fifty (50%) Percent voting power. Any deadlocks in voting shall be determined by a neutral third party arbitrator or mediator as agreed to between the parties.

IN WITNESS WHEREOF, the undersigned organizer and Member has made and subscribed these Articles of Organization at D. Miami, Florida, on this 16th day of January, 1998.

Mark Cohen
BY: MARK COHEN
ITS: President

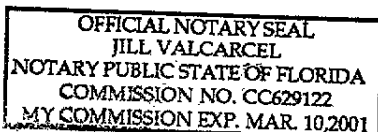
Witnesses:

Howard S. Weinstein
Paul C. ...

STATE OF FLORIDA
COUNTY OF Dade

Sworn to (or affirmed) and subscribed before me this 16th day of January, 1997, by MARK COHEN, who X is personally known to me or produced as identification.

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



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

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member(s) or authorized representative(s) of a Member of MR. C'S AUTO SALES OF MIRAMAR, 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: January 16, 1998.

Mark Cohen
By: MARK COHEN
Its: Member/President

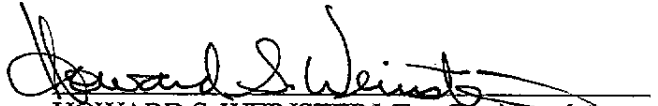
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MR. C'S AUTO SALES OF MIRAMAR, 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.

DATED: January 16, 1998.


HOWARD S. WEINSTEIN, Esq. Registered Agent
11900 Biscayne Blvd., Suite #740
North Miami, FL 33181
Phone: (305) 892-1577

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