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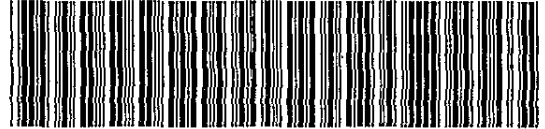
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February 16, 2005

** Board Certified Civil Trial Lawyer*
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+ American Board of Trial Advocates

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

Re: **FLORIDA G35 CLUB, INC**

Dear Sir/Madam:

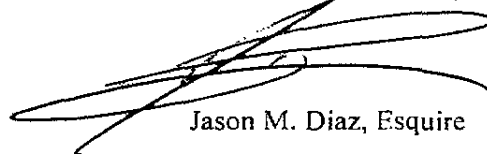
Enclosed for filing are an original and one copy of the Articles of Incorporation of **FLORIDA G35 CLUB, INC.** Also enclosed is a check in the sum of \$78.75, representing \$35.00 for the filing fees, \$35.00 for the registered agent designation and \$8.75 for a Certified Copy.

Please return a conformed copy of the Articles of Incorporation to me.

Thank you for your cooperation. If you have any questions, please contact me.

Very Truly Yours,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.



Jason M. Diaz, Esquire

Enclosures:

JMD:jg

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ARTICLES OF INCORPORATION OF
FLORIDA G35 CLUB, INC

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

NAME

The name of the corporation is Florida G35 Club, Inc. (Hereinafter "Club").

ARTICLE II

PRINCIPAL OFFICE ADDRESS

The principal place at which the business of the Club is to be transacted is Oviedo, Florida, with branch offices at such other places within the State of Florida as may be established by the Board of Directors.

ARTICLE III

PRINCIPAL MAILING ADDRESS

The principal mailing address of the Club is PO Box 622798, Oviedo, FL 32762-2798.

ARTICLE IV

PURPOSE

The Club is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(7).

The Club is organized as an enthusiast car club which encourages the preservation, ownership, and operation of Infiniti G35 vehicles (Hereinafter "G35"). Additionally, the Club will act as a source of technical information concerning the G35, will establish rules and regulations covering all activities of the Club and will provide and regulate events and exhibitions for G35s and their owners.

The Club will also provide social functions in which Club members attending can enjoy personal contact, commingling and fellowship with other members for the distinct purpose of pleasure, recreation and other nonprofitable purposes.

The Club will present, encourage and sponsor activities that will enhance the reputation of the Club and interpret the same to the public.

The Club will enter into any and all contracts, leases, and other agreements for the purpose of carrying out the aforementioned purposes.

ARTICLE V
INITIAL DIRECTORS

The Club shall have three (3) directors initially. The initial directors shall, as provided in Chapter 617.0205, *Florida Statutes*, hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Club by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting.

The name and address of the initial directors of the Club are:

Todd Neff
2814 Strand Loop Court
Oviedo, Florida 32765-7353

Wesley Reinhart
2992 Joseph Circle
Oviedo, Florida 32765

Ian Burias
8301 Chestnut Key Court
Orlando, Florida 32825

ARTICLE VI
MANNER IN WHICH DIRECTORS AND OFFICERS
ARE ELECTED OR APPOINTED

The method in which the Directors and Officers are elected will be stated in the Bylaws.

ARTICLE VII
MEMBERSHIP

Qualifications of members and admission to the Club shall be determined by the Bylaws of the Club, as approved by its initial Board of Directors.

ARTICLE VIII
INCORPORATOR

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

Todd Neff
2814 Strand Loop Court
Oviedo, Florida 32765-7353

ARTICLE IX
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of the Club is:

- (A) Registered Agent: Jason M. Diaz, Esquire
- (B) Registered Office: 4 S.E. Broadway
Ocala, Florida 34471

ARTICLE X
LIMITATION OF ACTIVITIES AND POWERS

Provided, further, that in all events and in all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Club, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. No part of the net earnings of the Club shall inure to the benefit of or be distributable to its members, directors, shareholders, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services actually made to or for this Club, and to make payments and distributions in furtherance of the purposes herein set forth.
2. No substantial part of the activities of the Club shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall it engage in any activities that are unlawful under the laws of the United States of America or of the State of Florida, or any jurisdiction where such activities are carried on, nor shall it engage in any transaction defined at the time as prohibited under Section 503 of the Internal Revenue Code of 1954.
3. The Club shall never be operated for the purpose of carrying on a trade or business for profit. Neither the whole nor any part of the portion at the assets of net earnings of the Club shall be used, nor shall the Club be organized or operated for purposes that are not exclusively within the meaning of section 501(c)(7) of the Internal Revenue Code of 1954.
4. No part of the Club shall discriminate against any person on the basis of age, race, origin, color, sex, disability or religion.
5. Notwithstanding any other provision of these Articles, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI
CORPORATE FISCAL YEAR

Fiscal year for the Club shall be January 1 through December 31.

ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such a manner, solely for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or such clubs or organizations under Section 501(c)(7) of the Internal Revenue Code of 1954, all as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
this 9 day of February, 2005.

Todd M. Neff
Todd Neff, Incorporator

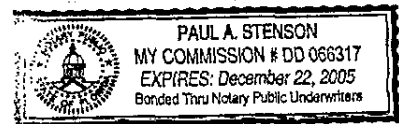
STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a notary public duly authorized to take acknowledgments in the
State and County set forth above, personally appeared Todd Neff, known to me and
known by me to be the person who executed the foregoing Articles and acknowledged to
me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 9th day of February, 2005.

Paul A. Stenson
Notary Public

Paul A. Stenson
(Print Name of Notary)




Personally Known _____ or Produced I.D. ✓
Type of Identification Produced FLDL

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 16 day of February, 2005.



JASON M. DIAZ

Registered Agent

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