

THOMAS H. CONNORS

ATTORNEY AT LAW

2004 AVIATION AVE.
COCONUT GROVE, FL 33133
(305) 440-0554
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RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 12 1996

October 3, 1996

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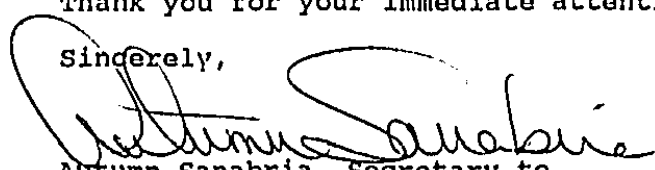
Secretary of State
Division of Corporation
J. Edwin Larson Building
The Capitol
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed please find our Articles of Incorporation for TELSIG, INC., along with our check in the amount of \$122.50 with a return self-addressed stamped envelope.

Thank you for your immediate attention in this matter.

Sincerely,


Autumn Sanabria, Secretary to
THOMAS H. CONNORS, ESQ.

Enclosure

*Tom Connors
gave permission
to correct art VIII*

*W96-23211
ST
11/12*

THOMAS H. CONNORS

ATTORNEY AT LAW

2004 AVIATION AVE.
COCONUT GROVE, FLORIDA
33050-4400
TEL (305) 447-0701
FAX (305) 447-0701

November 6, 1996

Ms. Sharon Tala
Document Specialist
Fla. Dept. of State
Div. of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Dade, Broward Acura Dealers Advertising Association, Inc.
and Dissolution of South Florida Acura Dealers Advertising
Association, Inc.

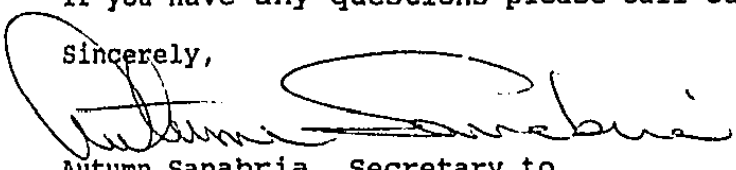
Dear Ms. Tala:

Enclosed is our check for \$35.00 to dissolve South Florida Acura
Dealers Advertising Association, Inc.

I have also enclosed new corporate papers for Dade, Broward Acura
Dealers Advertising Association, Inc. to be filed with the
Secretary of State. I want you to use the \$122.50 you are holding
(see attached letter with ref: W96000023211).

If you have any questions please call our office.

Sincerely,



Autumn Sanabria, Secretary to
THOMAS H. CONNORS

/as

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1996

AUTUMN SANABRIA
THOMAS H. CONNORS, ESQ.
2964 AVIATION AVE.
COCONUT GROVE, FL 33133

SUBJECT: TELSIG, INC.
Ref. Number: W96000023211

We have received your document for TELSIG, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document was previously filed on October 25, 1996.

You may apply the fee for these articles towards another filing, or if a refund is required, please send a letter requesting such.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 796A00050294

ARTICLES OF INCORPORATION OF
DADE, BROWARD ACURA DEALERS ADVERTISING ASSOCIATION, INC.
(A Florida Corporation, not for profit)

FILED
SECRETARY OF STATE
96 NOV 12 PM 10:24
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is DADE, BROWARD ACURA DEALERS ADVERTISING ASSOCIATION, INC., a Florida corporation, not for profit. Its initial office shall be at 3801 South State Road 7, Hollywood, Florida 33023.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the incorporator of these Articles of Incorporation is

JOHN WENTLING
c/o Acura of South Florida
3801 South State Road 7
Hollywood, Florida 33023

ARTICLE IV

General Purposes

The purpose of this Not-For-Profit organization shall be to market and promote Acura products to the general public.

ARTICLE V

Membership and Classes of Members

Membership and voting rights shall be determined and provided for in the By-Laws of the Corporation.

ARTICLE VI

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have five (5) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation,

or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors and Initial Officers are as follows:

<u>Names</u>	<u>Address</u>
Richard Kull President	c/o Acura of Pompano Beach 940 North Federal Highway Pompano Beach, FL 33062
Rick Case Secretary/Treasurer	c/o Rick Case Acura 875 North State Road 7 Plantation, FL 33317
John Wentling	c/o Acura of South Florida 3801 South State Road 7 Hollywood, FL 33023
Ron Esserman	c/o Miami Acura 16601 S. Dixie Highway Miami, FL 33157
Ron Esserman	c/o Esserman International 10455 NW 12 Street

Miami, FL 33172

ARTICLE VII
Initial Incorporator

The initial Incorporator of the organization is:

JOHN WENTLING
C/O Acura of South Florida
3801 South State Road 7
Hollywood, FL 33023

ARTICLE VIII
Registered Agent

The name and street address of the Initial Registered Office of this Corporation is Thomas H. Connors, Esquire, 2964 Aviation Avenue, 3rd Fl Miami, FL 33133. The name of the Initial Registered Agent is Thomas H. Connors, 2964 Aviation Avenue, 3rd Floor, Miami, FL 33133. Said Agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

ARTICLE VIX
Bylaws

The ByLaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon members, director, and officers are subject to this reservation. The ARTICLES of incorporatiOR. may be am.nded in accordance with the laws of the State of Florida, as amended from time to time, unless

more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XI
Dissolution

In the event of dissolution, the residual assets of the Corporation, after payment or making provision for payment of all corporate liabilities, shall be distributed by the Board of Directors exclusively for scientific charitable or educational purposes in such manner as the Board of Directors shall determine. Any such assets not distributed shall be distributed with the direction of any Court having jurisdiction within the county in which the principal office of the corporation is then located as said Court shall determine.

ARTICLE XII

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 5 day of Nov, 1996.

JOHN WENTLING
Incorporator/Director



**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **DADE, BROWARD ACURA DEALERS ADVERTISING ASSOCIATION, INC.**

2. The name and address of the registered agent and office is: **THOMAS H. CONNORS, ESQUIRE, 2964 Aviation Avenue, Miami, FL 33133.**

Having been named as Registered Agent and to accept service of process for the above stated corporation as the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

11/6/96
Date

Thomas H. Connors
THOMAS H. CONNORS, Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THOMAS H. CONNORS, who is known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and who did take an oath and acknowledged that he executed these Articles of Incorporation this 6th day of November, 1996.

My Commission expires:

Autumn Sanabria
Notary Public

