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KENNETH A ACKMAN
ATTORNEY AT LAW
9715 HAMMOCKS BLVD. # 104
MIAMI, FLORIDA 33196
Tel. (305) 385-3600
Fax (305) 385-3602

ATTN: DOMESTIC FILING
SECRETARY OF STATE
400 E. PALM ST.
TALLAHASSEE, FL.
32399

RE: INCORPORATION
OF FALGER INC.

5,29.00

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-05/31/00--01081--001
*****78.50 *****78.50

Gentlemen,

I write with regard to the above matter
to that end, enclosed you will find:

- A. AN ORIGINAL & COPY OF "ARTICLES OF INCORPORATION".
- B. MY TRUST ACCOUNT CHECK FOR \$78.00 AS THE FILING
AND CERTIFICATION FEES.

Therefore, would you please file the Articles
for FALGER INC. AND RETURN A CERTIFIED COPY
OF SAME TO MY OFFICE AT THE ABOVE ADDRESS.

SINCERELY,
Ken Ackman

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MAY 31 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FALGER INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Falger Inc.

ARTICLE II

Nature of the Business:

The general nature of the business shall be to engage in the purchase, sale, reconditioning and transportation of new and used motor vehicles. In addition to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could.

ARTICLE III

Capital Stock:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is seventy-five hundred (7,500) shares of common stock having no par value.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Existence of the Corporation:

The existence of this Corporation shall be perpetual unless sooner dissolved by law.

ARTICLE V

Directors:

This Corporation shall have no Directors initially. The affairs of the Corporation shall be managed by the Shareholders until such time as Directors be designated as provided by the Bylaws.

Principal Place of Business:

The principal place of business of the Corporation shall be located at: 4747 Hollywood Blvd., Suite #173, Hollywood Florida, 33021 or such other place as may from time to time be designated.

ARTICLE VI

Incorporators:

The name and street address of the Incorporator of this Corporation is:

Gerald Falk
4747 Hollywood Blvd., #173
Hollywood, Florida 33021

ARTICLE VII

Registered Office:

The registered office of the Corporation shall be located at:

4747 Hollywood Blvd., #173
Hollywood, Florida 33021

ARTICLE VIII

Service of Process:

Falger Inc. names Gerald Falk, 4747 Hollywood Blvd, Hollywood, Florida 33021, as it Agent to accept service of process within this State and Gerald Falk hereby agrees to act in said capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation and accepts the office of initial registered agent of Falger Inc. this 27th day of MAY, 2000.

Gerald Falk
GERALD FALK, Incorporator
and Initial Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared GERALD FALK known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27th day of MAY, 2000.

Kenneth Ackman
NOTARY PUBLIC

My Commission Expires:

Kenneth Ackman
Printed Name

NOTARY PUBLIC - STATE OF FLORIDA
KENNETH ACKMAN
CC842535
EXPIRES 3/18/2003
CONTACTED THRU ASA 1-888-NOTARY1

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00 MAY 31 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA