P000000074733

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000041396 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

```
To:
     Division of Corporations
     Fax Number      : (850)922-4001

From:
     Account Name    : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.
     Account Number  : I19990000171          Attn: Ellen Widom
     Phone           : (305)379-9000
     Fax Number      : (305)379-3428
```

#0110.51 (Geiger-Park Finance)

FLORIDA PROFIT CORPORATION OR P.A.

USA #1 Auto Sales, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	$70.00

00 AUG -7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

(((H00000041396 3)))

ARTICLES OF INCORPORATION

OF

USA #1 AUTO SALES, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of

Florida.

ARTICLE I

NAME

The name of the corporation is USA #1 AUTO SALES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is c/o Ronny J.

Halperin, Esq. Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700,

Miami, FL 33131

ARTICLE III

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as

Common Stock. The maximum number of shares of Common Stock which the corporation is

authorized to have outstanding is 1,000 shares of Common Stock of a par value of $0.01 per share.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one

vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-

(((H00000041396 3)))

(((H00000041396 3)))

emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, INC.. The street address of the corporation's initial registered office is 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of the corporation is Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _07_ day of August, 2000.

<div style="text-align:right">

_____
Ronny J. Halperin

</div>

: :ODMA\WORLDOX\T:\0110\0051\M0005724.WPD

2

(((H00000041396 3)))

CERTIFICATE OF REGISTERED AGENT

OF

USA #1 AUTO SALES, INC.

Pursuant to the provisions of Section 607.325, 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 USA #1 AUTO SALES, INC.

2.   The name and address of the registered agent and office is MIAMI CENTER REGISTERED AGENTS, INC., 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

_____
Ronny J. Halperin, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 07 day of August, 2000.

MIAMI CENTER REGISTERED AGENTS, INC.

By: _____
Ronny J. Halperin, Vice President

::ODMA\WORLDOX\T\0110\0051\M0005730.WPD

(((H00000041396 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 AUG -7 PM 3: 19
FILED