



THE UNITED STATES
CORPORATION
COMPANY

PO000076368

FILED

00 AUG 11 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 795493 11654A

AUTHORIZATION :

COST LIMIT :

Patricia Pigato

\$ ~~78.75~~

~~82.50~~

Per Darlene Ward

ORDER DATE : August 11, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 795493-005

200003353552-57

CUSTOMER NO: 11654A

CUSTOMER: Ms. Jacky C. Portal
Holtzman Krinzman Equels &
Furia
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: ULTIMATE IMPORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

Per 8/11/00

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG 11 AM 11:31

RECEIVED

**ARTICLES OF INCORPORATION
OF
ULTIMATE IMPORTS, INC.**

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00 AUG 11 PM 2: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is **ULTIMATE IMPORTS, INC.** (hereinafter called the "Corporation").

ARTICLE II

Duration

The period of existence of this corporation is perpetual.

ARTICLE III

Purpose

The purpose for which this corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV

Powers

This corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not limited to, the powers granted under the laws of the State of Florida.

ARTICLE V

Capital Stock

This Corporation shall have authority to issue 100 shares of Common Stock having a par value of \$.01 per share.

ARTICLE VI
Principal Office

The address of the principal office and the mailing address of the Corporation are 7810 S.W. 158th Terrace, Miami, Florida 33157.

ARTICLE VII
Initial Registered Agent

The street address of the Corporation's initial registered office is 2601 South Bayshore Drive, Suite 600, Miami, in the County of Miami-Dade, State of Florida 33133, and the name of its initial registered agent at such office is HKE&F Registered Agent, Corp.

ARTICLE VIII
Initial Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified, are:

Jorge L. Ballester
7810 S.W. 158th Terrace
Miami, Florida 33157

Jodi J. Ballester
7810 S.W. 158th Terrace
Miami, Florida 33157

ARTICLE IX
Incorporator

The name of the Incorporator is Arthur Furia, and address of the Incorporator is 2601 South Bayshore Drive, Suite 600, in the City of Miami in Miami-Dade County, State of Florida, 33133.

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TALLAHASSEE, FLORIDA

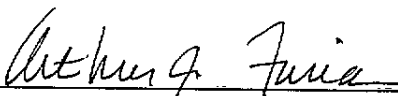
ARTICLE X
Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

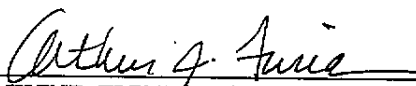
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10th day of August, 2000.


ARTHUR FURIA, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ULTIMATE IMPORTS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0501.

HKE&F Registered Agent, Corp.

By: 
ARTHUR FURIA, Vice President

Dated: August 10, 2000