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Frank J. Mulhall, P.A.

Attorney At Law



Sent Federal Express 817993624860

June 7, 2000

Division of Corporations
Florida Department of State
Attention: New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

900003355749--8
-08/14/00--01112--017
*****78.75 *****78.75

Re: Michael Roberts, Inc.
File No.: 1129.001

900003355749--8
-08/14/00--01112--017
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are the following:

- (1) Articles of Incorporation for Michael Roberts, Inc.;
- (2) A conformed copy of the Articles of Incorporation - please certify after the Articles are filed and return to the undersigned;
- (3) Certificate of Designation of Registered Agent/Registered Office; and
- (4) A self-addressed express mail envelope for return of the certified copy of the Articles for your convenience.

Also, enclosed is a check for \$78.75 representing your fee(s). Please forward a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

Frank J. Mulhall, P.A.

Frank J. Mulhall, Esq.
For the Firm

Enclosures

FILED
00 AUG 14 PM 12:15
TALLAHASSEE, FLORIDA

Tim Daly
Re: Bill Daly Nissan
UMT:division of corporations.001
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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
MICHAEL ROBERTS, INC.**

**ARTICLE I
Name**

The name of the corporation is Michael Roberts, Inc.

**ARTICLE II
Duration**

The period of existence of the corporation is perpetual.

**ARTICLE III
Mailing Address**

The mailing address of the corporation is P.O. Box 3773, Boca Raton, Florida 33427.

**ARTICLE IV
Registered Office and Registered Agent**

The initial registered office is: Frank J. Mulhall, P.A., The Schever International Plaza, 7280 West Palmetto Park Rd., Suite 204, Boca Raton, Florida 33433. The name of the initial registered agent at that address is Frank J. Mulhall, P.A.

**ARTICLE V
Authorized Shares**

The corporation is authorized to issue one thousand shares of common stock having par value of \$1.00 a share.

**ARTICLE VI
Directors**

The initial board of directors shall consist of one (1) member.

**ARTICLE VII
Incorporator**

The name and address of the incorporators are:

Robert Pennachio
1901 Bethel Boulevard
Boca Raton, Florida 33486

Michael Georgianna
7200 NW 2nd Avenue, #19
Boca Raton, Florida 33487

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Articles of Incorporation
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ARTICLE VIII
Commencement of Existence

The corporation's existence shall begin on the date of the filing of these Articles.

IN WITNESS WHEREOF, we have executed these articles of incorporation this August 11, 2000.

Incorporators:


Robert Pennachio


Michael Georgianna

Certificate of Designation of Registered Agent/Registered Office

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

1. The name of the corporation is Michael Roberts, Inc.
2. The address of the registered office is Frank J. Mulhall, P.A., The Schever International Plaza, 7280 West Palmetto Park Rd., Suite 204, Boca Raton, Florida 33433.
3. The name of the registered agent at the registered office is Frank J. Mulhall, P.A.

(As indicated in the Articles of Incorporation)

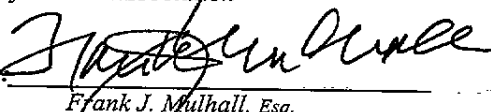
Dated: August 11, 2000

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the above-named corporation at 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 provisions 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.

Dated: August 11, 2000

*Frank J. Mulhall, P.A., a Florida
Professional Association*

By: 
Frank J. Mulhall, Esq.

RECEIVED
TALLAHASSEE, FLORIDA

00 AUG 14 PM 12:15

FILED