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Law Offices

Keith A. Seldin, P.A.  
Maplewood Professional Center  
1934 Commerce Lane, Suite 2  
Jupiter, Florida 33458

Keith A. Seldin

Tel (561) 747-3000  
Fax (561) 747-3040

August 22, 2000

**VIA FEDERAL EXPRESS**

Florida Department of State  
DIVISION OF CORPORATIONS  
409 E. Gains Street  
Tallahassee, Florida 32399

600003373406--6  
-08/25/00--01071--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Lawrence Motors, Inc.  
Our File No. 00-1877

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above company. Kindly file the enclosed and return conformed and certified copies of same to the undersigned at the above address indicated.

Enclosed herein is also a check in the amount of \$122.50 for your filing fees, etc.

Thank you for your cooperation.

Very truly yours,



Keith A. Seldin

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enclosures  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LAWRENCE MOTORS, INC.

ARTICLE I

Name

The name of this corporation is:

LAWRENCE MOTORS, INC.  
located at:  
1934 Commerce Lane, Suite 2  
Jupiter, Florida 33458

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting  
any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue SEVENTY-FIVE HUNDRED  
(7,500) shares of common stock having a par value of ONE DOLLAR  
(\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the registered office of this

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TALLAHASSEE, FLORIDA

corporation is 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, and the name of the registered agent of this corporation at that address is KEITH A. SELDIN.

#### ARTICLE VI

##### Board of Directors

This corporation shall initially have one (1) director. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

KEITH A. SELDIN  
1934 Commerce Lane, Suite 2  
Jupiter, Florida 33458.

#### ARTICLE VII

##### Incorporator

The name and address of the individual signing these Articles is: KEITH A. SELDIN, 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458.

#### ARTICLE VIII

##### Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE IX

##### Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as

provided by law.

#### ARTICLE X

##### Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

#### ARTICLE XI

##### Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

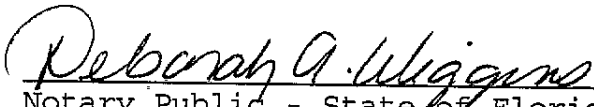
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
KEITH A. SELDIN - Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this the 24<sup>th</sup> day of August, 2000 by KEITH A. SELDIN who (is) personally known to me OR \_\_\_\_\_ has produced a Florida Driver's License as identification and who did take an oath.

(Seal)

  
\_\_\_\_\_  
Notary Public - State of Florida

Deborah A. Wiggins  
\_\_\_\_\_  
Printed or Typed Name of Notary



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

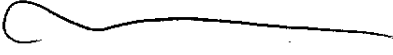
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In compliance with Section 48.09, Florida Statutes,  
following is submitted:

FIRST: That LAWRENCE MOTORS, INC., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at the Town of Jupiter, 1934 Commerce Lane, Suite  
2, Jupiter, Palm Beach County, Florida 33458, has named KEITH A.  
SELDIN, located at 1934 Commerce Lane, Suite 2, Jupiter, Florida  
33458, as its agent to accept service of process within Florida.

Signature:

  
\_\_\_\_\_  
KEITH A. SELDIN - Corporate Officer

Title:


Incorporator

Date:

August 24<sup>th</sup>, 2000

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

Signature:

  
\_\_\_\_\_  
KEITH A. SELDIN - Registered Agent

Date:

August 24<sup>th</sup>, 2000

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this  
the 24th day of August, 2000 by KEITH A. SELDIN who is  
personally known to me OR \_\_\_\_\_ has produced a Florida Driver's  
License as identification and who did take an oath.

(Seal)

Deborah A. Wiggins  
Notary Public - State of Florida

Deborah A. WIGGINS  
Printed or Typed Name of Notary

