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BEST BUY AUTO WHOLESALE, INC.
3300 N.E. 191 STREET
BLDG 2, PH. II
AVENTURA, FL 33180

August 3, 2000

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-09/05/00--01071--013
*****78.75 *****78.75

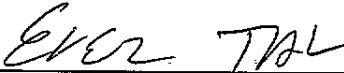
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Best Buy Auto Wholesale, Inc.*

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation for *Best Buy Auto Wholesale, Inc.*, and our check in the amount of \$78.75 for filing fees.

Respectfully submitted:



Erez Tal, President

FILED
00 SEP -5 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
BEST BUY AUTO WHOLESALE, INC.

FILED
00 SEP -5 AM 10: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Statutes of the said State of Florida.

ARTICLE I

This name of the Corporation shall be:

Best Buy Auto Wholesale, Inc.

ARTICLE II

The Corporation may engage in any activity or business permitted under the Laws of the United State and the state of Florida.

ARTICLE III

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is THOUSAND (1,000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this Corporation will begin business will be the sum of not less than FIVE HUNDRED (\$500) DOLLARS.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street of the principal office of the Corporation shall be:

**3300 N.E. 191 Street
Bldg 2, Ph. II
Aventura, FL 33180**

ARTICLE VII

The number of directors of this Corporation shall be at least one (1) and not more than five (5).

ARTICLE VIII

The name(s) and street address(es) of the member of the first Board of Directors of this Corporation is (are) as follows:

**Erez Tal
3300 N.E. 191 Street
Bldg 2, Ph. II
Aventura, FL 33180**

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation is subscribed as follows:

**Erez Tal
3300 N.E. 191 Street
Bldg 2, Ph. II
Aventura, FL 33180**

ARTICLE X

The Corporation existence of this corporation shall begin the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Erez Tal, a natural person competent to contract, has hereunto set his/her name seal this 1st day of SEPTEMBER 2000.

Erez Tal

Erez Tal

(Seal)

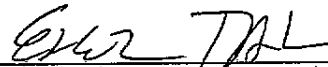
**CERTIFIED DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, compliance with said Act:

FIRST: Best Buy Auto Wholesale, Inc., desiring to organize under the Laws of the State of Florida with its principal office as described in the Articles of Incorporation, located in the County of Miami-Dade, State of Florida, has appointed Erez Tal, 3300 N.E. 191 Street, Bldg 2, Ph. II, Aventura, Florida 33180, as its agent to accept services of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to company with the provisions of said Act relative to keeping open said office.

By 
Erez Tal – Resident Agent

FILED
00 SEP -5 AM 10: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA