

P00000098437



ACCOUNT NO. : 072100000032

REFERENCE : 867895 49225A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizot*

ORDER DATE : October 18, 2000

ORDER TIME : 3:05 PM

ORDER NO. : 867895-005

CUSTOMER NO: 49225A

700003429147-9

CUSTOMER: Mr. Sam Saad  
Cornerstone Holding U.s.a.,  
Inc.  
P. O. Box 50445

Lighthouse Pnt, FL 33074-0445

DOMESTIC FILING

NAME: FRANKLIN AUTO CENTRE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155  
EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 18 PM 4:22

RECEIVED  
00 OCT 19 PM 3:58  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 OCT 18 PM 4:22

ARTICLES OF INCORPORATION

OF

FRANKLIN AUTO CENTRE INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRANKLIN AUTO CENTRE INC.

The address of the principal office of this corporation shall be 3300 North Port Royale Drive, Suite 202, Fort Lauderdale, Florida 33308 and the mailing address of the corporation shall be P.O. Box 50445, Lighthouse Point, Florida 33074.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Sam Saad

P.O. Box 50445  
Lighthouse Point, Florida 33074

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DIVISION OF CORPORATIONS

00 OCT 18 PM 4:22

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporation Service Company  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on October 18, 2000.

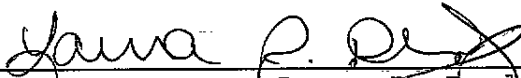


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By:



Its Agent, Laura R. Dunlap

Authorized Service Representative  
Corporation Service Company

SMG/JANNA WILSON