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FLORIDA PROFIT CORPORATION OR P.A.

NATIONS AUTO SALES OF SOUTH FLORIDA, INC.

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ARTICLES OF INCORPORATION

OF

NATIONS AUTO SALES OF SOUTH FLORIDA, INC.

The undersigned subscriber of these Articles of Incorporation, a competent natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

NATIONS AUTO SALES OF SOUTH FLORIDA, INC.

ARTICLE II

The purposes and general nature of the business or businesses to be transacted, conducted and carried on by this Corporation shall be:

1. To buy, sell, lease, exchange, hold, own, acquire, auction, service, repair, finance, and otherwise deal in and deal with automobiles, trucks, and other vehicles which may lawfully be conducted by corporations in the State of Florida.

2. To own, operate, maintain, manage and control, either directly or through ownership of stock in any other corporation, any and all kind of stores, dealerships, offices, new and or used car lots, real property, and any and all other structures which may at any time be necessary, useful or advantageous for the purposes of this corporation.

3. To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

4. To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, rights, chattels, easements, privileges and franchise which may lawfully be

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Prepared by:
Michael N. Lubin, Esq.
420 Lincoln Road, Suite 602
Miami Beach, Florida 33139
305-531-6400
Florida Bar No. 314293

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purchased, sold, produced or dealt in by corporations in the State of Florida.

5. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the right, powers and privileges of individual owners, including the right to vote thereon.

6. Any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purposes and powers specified in the foregoing clauses of this Article shall, except as otherwise expressly provided, in no wise by limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph of this Certificate, but the purposes and powers specified in each of the clauses of this Article II shall be construed as independent purposes and powers, and the foregoing enumeration to specific powers shall not be held, and is not intended to limit or restrict in any manner the powers of the Corporation, but is in furtherance and in addition to the general powers conferred upon corporation organized under the Corporation Law of the State of Florida.

ARTICLE III

This Corporation shall have an authorized capital stock of 100 shares of common stock, each having a par value of $1.00, said stock to be fully paid and non-assessable. There shall be pre-emptive rights accruing to stockholders.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Hundred ($100.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation in the State of Florida shall initially be at 12263 NW 49th Drive, Coral Springs, FL 33076.

ARTICLE VII

The management and control of the business of this corporation shall initially be managed by its stockholders, rather than by a Board of Directors, under and in accord with Chapter 607 of the Florida Statutes. It is the intention of the subscriber and incorporator that this corporation shall be a corporation, as defined by the Florida Statutes. However, a majority of the stockholders, in accordance with resolutions properly passed in accordance with the By-Laws of this corporation, may decide that this corporation may be managed by a Board of Directors; and, in the event of such adoption of such By-Laws and/or such resolutions, the corporation shall have not less than one (1) Directors, which number may be increased or diminished from time to time by By-Laws and/or resolutions adopted by the Stockholders, but shall never be less than one(1).

ARTICLE VIII

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement signifying that a certain amendment of this Certificate of Incorporation be made.

ARTICLE IX

Insofar as the same is not contrary to the laws of the State of Florida, no contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of its directors, officers or stockholders is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers, individually jointly.

ARTICLE X

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding to which he may be a party, or which he may be involved by reason or his being or having been a director or an officer of the corporation, or any settlement, thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the stockholders approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer or stockholder may be entitled.

ARTICLE XI

It is the intention and purpose of the subscriber to these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate, in order to effectuate the treating of the stock of this Corporation under Section 1244 of the Internal Revenue Code.

ARTICLE XII

The names and street addresses of the first officers and directors of the corporation, who shall hold office until their successors are elected and have qualified, are as follows:

NAME	TITLE
Arie Abecasis 12263 NW 49th Drive Coral Springs, Florida 33076	President, Secretary, Treasurer, and Director

ARTICLE XIII

In addition to the purposes and powers granted to the corporation under the provisions of Article II hereof, the corporation shall have the express right, power and authority to become a joint venturer, a general partner and/or limited partner, and may enter into general partnership, limited partnership and/or joint venture agreements with any other persons, firms or corporations involving any proper and lawful business purpose.

ARTICLE XIV

The street address of the initial registered office of this Corporation is: 420 Lincoln Road #602, Miami Beach, FL 33139; and the name of the initial registered agent of this corporation is Michael H. Lubin, who by his signature hereafter accepts said appointment.

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ARTICLE XV

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Corporate existence shall begin on the these article of incorporation are filed for record with the Secretary of State of Florida.

ARTICLE XVI

The name and address of the sole incorporator signing these Articles is: Michael H. Lubin, 420 Lincoln Road #602, Miami Beach, FL 33139.

IN WITNESS WHEREOF, the subscriber has hereunto affixed her signature this 29th day of November, 2000.

Michael H. Lubin - Subscriber

Having been named to accept service of process for the stated corporation, at the place designated in these Articles of Incorporation, 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.

Registered Agent

Dated: November 29, 20000

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