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**Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CITY PLACE MAZDA, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

CITY PLACE MAZDA, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is City Place Mazda, Inc. (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 500 E. Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.

ARTICLE III

The Corporation is authorized to issue ten million (10,000,000) shares of common stock of \$.001 par value per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is 500 E. Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394, and the registered agent at that address is Steve L. Waserstein.

Steve L. Waserstein
FL Bar No. 0986992
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

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ARTICLE V

The name and address of the incorporator of the Corporation is Steve L. Wasserstein, 500 E. Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.

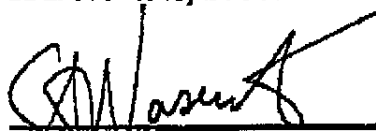
ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of December, 2000.


STEVE L. WASERSTEIN,
INCORPORATOR

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Steve L. Wasserstein
FL Bar No. 0986992
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

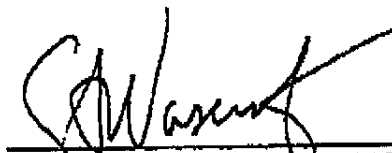
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated 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.


STEVE L. WASERSTEIN

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