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ACCOUNT NO. : 072100000032

REFERENCE : 151945 81043A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 16, 2001

ORDER TIME : 10:24 AM

ORDER NO. : 151945-005

CUSTOMER NO: 81043A

CUSTOMER: Brian A. Maloof, Esq
Jack L. Weitzman, Pa

9190 Sunset Drive

Miami, FL 33173

FILED
2001 MAY 16 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: GARMIN HOLDINGS CORP.

2000004220112--7
-05/16/01--01062--021
*****78.75 *****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED
01 MAY 16 AM 11:33
DIVISION OF CORPORATION

js 5/16/01

ARTICLES OF INCORPORATION
OF
GARMIN HOLDINGS CORP.

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ARTICLE I

NAME

The name of the corporation is Garmin Holdings Corp.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office and agent of this corporation is:

- (a) Registered Agent - Brian A. Maloof
- (b) Registered Agent Office - 9190 Sunset Drive, Miami, Florida 33173

ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the Corporation is 145 Bal Bay Drive, Bal Harbour, Florida 33154. The mailing address of the Corporation is 145 Bal Bay Drive, Bal Harbour, Florida 33154.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than two. The name and address of the initial Directors of this corporation are:

Director	Armin Altarac 145 Bal Bay Drive Bal Harbour, Florida 33154
Director	Gary Goldfarb 145 Bal Bay Drive Bal Harbour, Florida 33154

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Brian A. Maloof, 9190 Sunset Drive, Miami, FL 33173.

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in

these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 15th day of May, 2001.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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)SS:
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BRIAN A. MALOOF

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared BRIAN A. MALOOF, personally known to me or who presented _____ as identification, and known by me to be the person who executed the foregoing articles and who acknowledged to me that he executed the same freely and voluntarily, and who did (did not) take an oath.

WITNESS my hand and official seal this 15 day of May, 2001.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



Jack L. Weitzman
MY COMMISSION # CC892750 EXPIRES
December 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.0501 and 607.0505, Florida Statutes.

DATED this 15th day of May, 2001.



BRIAN A. MALOOF
REGISTERED AGENT

2001 MAY 16 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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