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May 18, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: MIA'S WHOLESALE, INC.

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-05/21/01--01138--018
****122.50 *****78.75

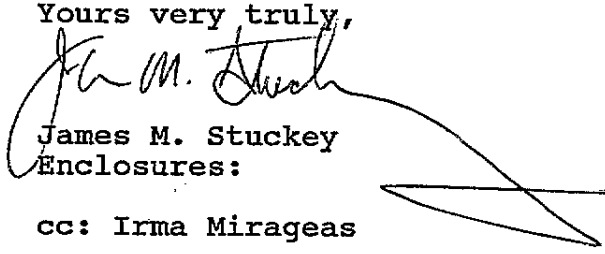
Dear Sir or Madam:

I am enclosing the original and a copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation.

I am sending this by Federal Express, as my clients wish to enter into contracts in the corporate name right away. Please file these Articles as soon as possible, and I will call in to see if they have been filed. If it is not against office policy, please call me collect at (561) 223-8100 to confirm as soon as possible that the Corporation has been filed.

I am enclosing my check for \$122.50 to cover the filing fees and the cost of the certified copy of the Articles. Please forward the certified copy to me at your convenience. If you need anything further, please do not hesitate to call, collect. Thank you for your assistance.

Yours very truly,


James M. Stuckey
Enclosures:

cc: Irma Mirageas

FILED
01 MAY 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T SMITH MAY 25 2001 ✓

ARTICLES OF INCORPORATION

OF

MIA'S WHOLESALE, INC.

The undersigned Incorporator, for the purpose of this corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

FILED
01 MAY 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: MIA'S WHOLESALE, INC.

ARTICLE II. INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2450 S.W. Maplewood Drive, Palm City, Florida 34990. The mailing address of this corporation is 2450 S.W. Maplewood Drive, Palm City, Florida 34990.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

IRMA MIRAGEAS

2450 S.W. Maplewood Drive
Palm City, Florida 34990

ARTICLE V. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE VI. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of purchasing and selling motor vehicles and other wholesale and retail products.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE VII. INCORPORATOR

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

IRMA MIRAGEAS

2450 S.W. Maplewood Drive
Palm City, Florida 34990

ARTICLE VIII. DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be changed from time to time by an amendment to the Bylaws of the Corporation. The name and address of the person who is to serve as the sole member of the initial board of directors is:

IRMA MIRAGEAS

2450 S.W. Maplewood Drive
Palm City, Florida 34990

ARTICLE IX. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE X. INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 18th day of May, 2001.


IRMA MIRAGEAS

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 18th day of May, 2001 by IRMA MIRAGEAS, who is personally known to me or who has produced his Florida Driver's License as identification and who did not take an oath.


Notary Public
My Commission Expires:



James M. Stuckey
MY COMMISSION # CC965969 EXPIRES
January 4, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

FOR MIA'S WHOLESALE, INC.

That MIA'S WHOLESALE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2450 S.W. Maplewood Drive, Palm City, Florida 34990, has named IRMA MIRAGEAS, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: _____

IRMA MIRAGEAS

FILED
01 MAY 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA