· CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Name

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 3, 2001

CAPITAL CONNECTION, INC.

SUBJECT: EXOTIC MOTORCARS OF PALM BEACH, INC.

Ref. Number: W01000015342

We have received your document for EXOTIC MOTORCARS OF PALM BEACH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum Document Specialist New Filing Section

Letter Number: 101A00039770

Corrected-Please back date Leilani

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ARTICLES OF INCORPORATION

SCORING MILES

OF

EXOTIC MOTORCARS OF PALM BEACH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **EXOTIC MOTORCARS OF PALM BEACH,** INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 411 7TH STREET, UNIT B-12, WEST PALM BEACH, FL 33401.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence M. Fuchs, ESQ., 590 Royal Palm Beach Boulevard, Royal Palm Beach, FL 33411.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is D/P/S Christopher Stenson, 680 Estates Way, Atlantis, FL 33462, D/VP Dennis Kennedy 411 7th Street, Unit B-12, West Palm Beach, FL 33401, Director David Stenson 411 7TH Street, Unit b-12, West Palm Beach, FL 33401.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 3rd day of July 2001.

"Capital Connection, Inc. by Leilani White Client Representative.

evani White

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1	The	name	ωf	the	corporation	is.
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EXOTIC MOTORCARS OF PALM BEACH, INC.

2. The name and street address of the registered agent and office is:

LAWRENCE M. FUCHS, ESQ. 590 ROYAL PALM BEACH BOULEVARD ROYAL PALM BEACH, FLORIDA 33411

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED THE APPOINTMENT IN THIS CERTIFICATE, I HEREBY ACCEPT 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 ALL MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LAWRENCE M. FUCHS, ESQ.