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LAW OFFICE OF

LEWIS K. HANNA, P.A.

SPANISH RIVER CENTER, SUITE 202  
190 NORTH WEST SPANISH RIVER BOULEVARD  
BOCA RATON, FLORIDA 33431  
Tel. (561) 361-9353 Fax. (561) 361-9354

August 31, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800004567608--9  
-09/04/01--01082--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Formation of Convertibles Plus Inc.**

To Whom This May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the formation of the above referenced corporation, and a check for the sum of \$78.75. Upon filing these Articles please return a certified copy to the above referenced office.

You may call me collect if you need to inform me of any further procedures necessary to form and register said corporation under Florida Laws.

Thank you for your immediate attention towards the foregoing.

Respectfully,



Lewis K. Hanna, Esq.

LKH/cj

Enclosures: As stated above.

cc: Client

FILED  
01 SEP -1, AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-10-01  
KHC

**ARTICLES OF INCORPORATION  
OF  
CONVERTIBLES PLUS, INC.**

FILED  
01 SEP -4 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. - NAME**

The name of the corporation is: Convertibles Plus, Inc.

**ARTICLE II. - INITIAL PRINCIPLE OFFICE**

The street address of the initial principle office of this corporation is: 530 Business Park  
Way, Bay #9, Royal Palm Beach, Fl. 33411.

**ARTICLE III. - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of  
these Articles with the Department of State.

**ARTICLE IV. - PURPOSE**

This corporation is organized for the purpose of transacting any/all lawful business  
relating to the sale, re-manufacture, marketing and distribution of motor vehicles.

**ARTICLE V. - CAPITAL STOCK**

This corporation is authorized to issue Five Thousand (5,000) shares, which shall be  
designated as Common shares.

**ARTICLE VI. - PRE-EMPTIVE RIGHTS**

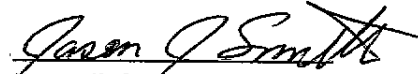
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have  
the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of  
fractional shares) at the price at which it is offered to others.

**ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is, 530 Business Park Way, Bay #9, Royal Palm Beach, Fl. 33411, and the name of the initial registered agent of this corporation at that address is Jason J. Smith.

**STATEMENT OF ACCEPTANCE**

I, Jason J. Smith, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for this Florida Corporation.

  
Jason J. Smith

**ARTICLE VIII. - INCORPORATOR**

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

Jason J. Smith  
530 Business Park Way, Bay #9  
Royal Palm Beach, Florida 33411

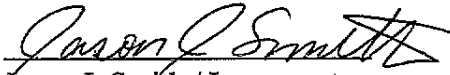
**ARTICLE IX. - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X. - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereof, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

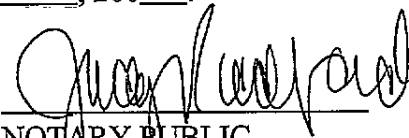
IN WITNESS WHEREOF, the undersigned Incorporator, Jason J. Smith has executed these Articles of Incorporation, for Convertibles Plus, Inc., consisting of three (3) pages, with ten (10) Articles, on this 27 day of August, 2001.

  
Jason J. Smith / Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Jason J. Smith, known to be and who did produce a valid identification, to wit: Florida Drivers License, who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she executed the above Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 27 day of August, 2001.

  
NOTARY PUBLIC

My Commission Expires:



Judy C. Radford  
Commission # GG 813167  
Expires Apr. 18, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.