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WILLARD D. DOVER
WILLIAM H. MEEKS
HARRY S. RALEIGH, JR.
B. ALAN DOBBINS III
CHRISTOPHER D. NILES
DONALD R. NILES, RETIRED

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

November 14, 2001

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*****78.75 *****78.75

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Homestead Autos, Inc.

Ladies/Gentlemen:

Enclosed please find original and copy of Articles of Incorporation for Homestead Autos, Inc., together with our check in the amount of \$78.75 representing the following:

Filing	\$35.00
Resident Agent	\$35.00
Certified Copy	\$ 8.75
	<u>\$78.75</u>

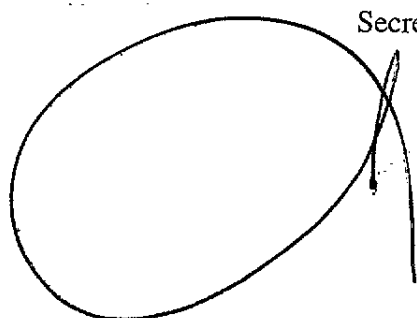
Also enclosed is return envelope for said certified copy.

Thank you.

Cordially,


Secretary to Willard D. Dover

ras
Enc.


11/16

FILED
01 NOV 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HOMESTEAD AUTOS, INC.

FILED
01 NOV 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is HOMESTEAD AUTOS, INC.

Article II - Duration

The corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business permitted under the provisions of Chapter 607, Florida Statutes, or any of the other Statutes of the State of Florida applying thereto.

Article IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of the One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The name and address of the initial registered agent and the registered office for the corporation are as follows:

Registered Office for Service of Process and Name of Registered Agent:

Registered Agent: David Rich

Registered Office: 29330 S. Dixie Hwy., Homestead, Fl. 33030

Article VI - Initial Board of Directors

The business of this corporation shall be initially conducted by a Board of Directors of two (2) Directors who shall be elected annually; however, the exact number of Directors from time to time shall be fixed by the By-Laws of this Corporation.

Article VII - First Board of Directors

The name and post office address of the first Board of Directors of this corporation who shall hold office until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
William J. Armstrong	29330 S. Dixie Hwy. Homestead, Fl. 33030	President
David Rich	29330 S. Dixie Hwy. Homestead, Fl. 33030	Vice-President, Secretary/Treasurer

Article VIII - Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Willard D. Dover	2601 E. Oakland Park Blvd., #400 Fort Lauderdale, Fl. 33306

Article IX - Special Provisions

Special provisions for the regulations of this corporation are:

1. The annual meeting of the Stockholders and Directors of this corporation shall be

fixed by the Bylaws.

2. Any meeting of the Stockholders or Board of Directors may be held either within or without the State of Florida, without notices, by the written consent of all the Stockholders or Directors, as the case may be.

3. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officer as the Board may deem necessary, and shall be elected by the Stockholders. Any one person may hold two of said offices, provided, however, that the President shall not hold the office of the Secretary.

4. The Directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, building or any other item of real or personal property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers, and upon the present and future stockholders of the corporation.

5. The Stockholders of the corporation are specifically empowered to pass on and fix the compensation of Directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

Article X - Contracts

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors of or officers of such other corporation; any Director individually, or any firm of which any Director

expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or officers or a Director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such Directors or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial, shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the performance of his duties, if such Director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholder, otherwise.

may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

Article XI - Directors and Officers Indemnification

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (a) exercises or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall indemnify any and all of its Directors or officers or former Directors or officers of any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against


Article XII - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Stockholders.

Article XIII - Amendments

The power to adopt amendments to these Articles of Incorporation shall be vested in the Stockholders.

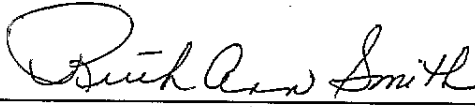
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of Nov, 2001.


Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above, personally appeared WILLARD D. DOVER, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid on this 14th day of November, 2001.


NOTARY PUBLIC - State of Florida

My Commission Expires:



Ruth Ann Smith
MY COMMISSION # CC719524 EXPIRES
June 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

TOTAL P.02

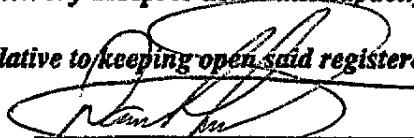
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

HOMESTEAD AUTOS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Incorporation in the City of Homestead, County of Miami-Dade, State of Florida, has named **DAVID RICH**, located at 29330 S. Dixie Highway, Homestead, Florida, 33030, 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, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.

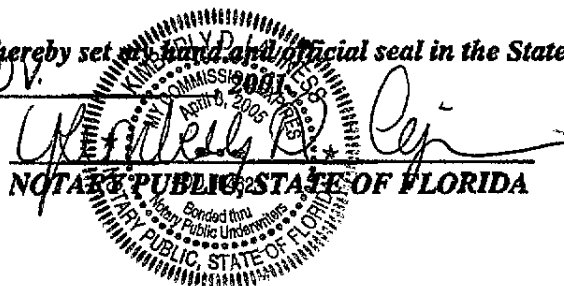

David Rich, Registered Agent

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

FILED
01 NOV 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared **DAVID RICH** to me well known to be the Registered Agent in and who executed the foregoing Certificate and he acknowledged to me and before me that he executed the same for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereby set my hand and official seal in the State and County aforesaid this 13 day of NOV.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: