

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

2/6/02



FILED
02 FEB - 6 AM 8:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

✓ CERTIFIED COPY

CUS

PHOTO COPY

✓ FILING

Profit

1.)

Dealer Store, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

RECEIVED
02 FEB - 6 PM 3:06
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

900004884139--0

-02/07/02--01004--001

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

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

J. BRYAN FEB 7 2002

ARTICLES OF INCORPORATION OF
DealerStore, Inc.

ARTICLE I. NAME

The name of this Corporation shall be: **DealerStore, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000,000 shares of common capital stock with a par value of one (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

ADAM J. HODKIN, P.A.
350 East Las Olas Boulevard, Suite 1440
Fort Lauderdale, Florida 33301
Telephone (954) 525-4100
Florida Bar Number: 962597

FILED
02 FEB -6 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge or encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors on this Corporation's initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

ADAM J. HODKIN, P.A.
350 East Las Olas Boulevard, Suite 1440
Fort Lauderdale, Florida 33301
Telephone (954) 525-4100
Florida Bar Number: 962597

The name and address of each individual who shall serve as the members of the initial Board of Directors are:

Keith Kravitz-President and Director: 2300 Corporate Boulevard, Suites 141-143,
Boca Raton, Florida 33431

Michael Peluso-Secretary: 2300 Corporate Boulevard, Suites 141-143, Boca
Raton, Florida 33431.

The Shareholders of the Corporation may modify the membership of the Board of Directors pursuant to applicable Florida law.

ARTICLE VIII. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the Corporation's principal office and the address of this Corporation's initial registered office shall be:

2300 Corporate Boulevard
Suites 141-143
Boca Raton, Florida 33431

The name of the individual who shall serve as this corporation's initial registered agent at the address is:

Keith Kravitz
2300 Corporate Boulevard
Suites 141-143
Boca Raton, Florida 33431

ADAM J. HODKIN, P.A.
350 East Las Olas Boulevard, Suite 1440
Fort Lauderdale, Florida 33301
Telephone (954) 525-4100
Florida Bar Number: 962597

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator
is:

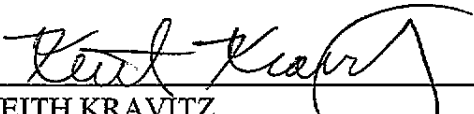
Keith Kravitz
2300 Corporate Boulevard
Suites 141-143
Boca Raton, Florida 33431

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be the subject to this reservation.


Keith Kravitz, Incorporator

I, KEITH KRAVITZ accept my designation as resident agent and agree to serve as the resident agent of DealerStore, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for DealerStore, Inc.

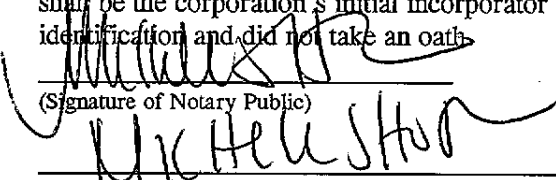

KEITH KRAVITZ
Registered Agent of DealerStore, Inc.

ADAM J. HODKIN, P.A.
350 East Las Olas Boulevard, Suite 1440
Fort Lauderdale, Florida 33301
Telephone (954) 525-4100
Florida Bar Number: 962597

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5 day of February, 2002 by **KEITH KRAVITZ**, the individual who shall serve as this corporation's initial registered agent and who shall be the corporation's initial incorporator and who has produced a current driver's license as identification and did not take an oath.

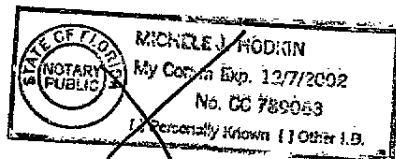

(Signature of Notary Public)

(Printed name of Notary Public)

Notary Public. Serial Number (if any):

My commission expires:

Seal:



FILED
02 FEB - 6 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADAM J. HODKIN, P.A.
350 East Las Olas Boulevard, Suite 1440
Fort Lauderdale, Florida 33301
Telephone (954) 525-4100
Florida Bar Number: 962597