

FEB. -21' 02 (THU) 13:04

CSC TALL

P.001

Division of Corporations

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PO2000020222

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FLORIDA PROFIT CORPORATION OR P.A.

AUTOPLEX MALLS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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02 FEB 21 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB. -21' 02 (THU) 13:05

GSC TALL

P. 002

FEB 20 '02 16:16 TO-18505211010

FROM-

T-959 P.10/31 F-430

H020000417715

**ARTICLES OF INCORPORATION
OF
AUTOPLEX MALLS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: AUTOPLEX MALLS, INC., 6473 Enclave Way, Boca Raton, FL 33496.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000,000	\$.01	Preferred
10,000,000	\$.01	Common

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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TALLAHASSEE, FLORIDA

ARTICLE V

The initial registered office of this Corporation shall be Sachs, Sax & Klein, P.A. 301 Yamato Road, Suite 4150, Boca Raton, FL 33431 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael Karsch.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Michael Kurzman	6473 Enclave Way Boca Raton, FL 33496
Ken F. Wallett	6475 Enclave Way Boca Raton, FL 33496

ARTICLE VIII

The name and address of the incorporator is: Michael Karsch, Sachs, Sax & Klein, P.A. 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this 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 this Corporation who is also a director or an officer of such other 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 this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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CSC TALL

P. 004

FEB 20 '02 16:22 TO-18505211010

FROM-

T-951 P. 12/31 F-430

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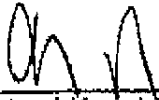
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

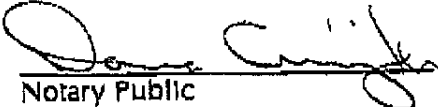
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of February, 2002.



Michael Karsch

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 14th day of February, 2002, by Michael Karsch, as Incorporator of AUTOPLEX MALLS, INC., on behalf of the Corporation. He is (personally known to me) (or has produced his drivers license) and did take an oath.



Notary Public
State of Florida at Large
My Commission Expires:



FEB. -21' 02 (THU) 13:06

CSC TALL

FEB 20 '02 16:23 TO-18505211010

FROM-

T-961 P.13/31 F-430

P.005

EO20000417715

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

In compliance with the laws of the State of Florida, the following is submitted:

First - That AUTOPLEX MALLS, INC., desiring to organize under the laws of the State of Florida, has named Michael Karsch as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 14th day of February, 2002.



Michael Karsch,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA