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LAW OFFICE OF  
TERRY J. FORMAN  
1521 S.W. LEJEUNE ROAD  
P.O. Box 14-1156  
CORAL GABLES, FL 33114-1156

TERRY J. FORMAN

FILED  
02 MAY 30 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPIRATION DATE  
5-28-03

TELEPHONE (305) 443-7318  
FACSIMILE (305) 444-9119

May 29, 2002

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

300005652043--7  
-05/30/02--01044--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

VIA FEDERAL EXPRESS # AIRBILL # 8311-5567-8508


RE: AUTOHAUS OF HOLLYWOOD, INC.  
FIVE TWO ONE, INC.

Dear Sir or Madam,

Enclosed for your attention please find the original and one photocopy of Articles of Incorporation for the above corporations, together with 2 checks for \$78.75, each, covering filing fees.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Terry J. Forman, Esq.

Encl.  
TJF:wp

DB 6/3

**ARTICLES OF INCORPORATION**  
**OF**  
**AUTOHAUS OF HOLLYWOOD, INC.**

**RECEIVED DATE**  
**5-28-02**

**FILED**  
**02 MAY 30 AM 10:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I.**

The name of this Corporation is:

**Autohaus of Hollywood, Inc.**

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing May 28, 2002.

**ARTICLE III.**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

**ARTICLE V.**

**SECTION I.**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**SECTION II.: VOTING RIGHTS**

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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.

The street address of the principal place of business of this Corporation is:

1406 S. State Road 7  
Hollywood, Florida 33023

The mailing address of this Corporation is:

1406 S. State Road 7  
Hollywood, Florida 33023

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN  
1521 SW LeJeune Road  
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have One (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

DIRECTOR

Saied Nikpour  
6600 SW 123<sup>rd</sup> Street  
Miami, Florida 33156

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

Saied Nikpour  
6600 SW 123<sup>rd</sup> Street  
Miami, Florida 33156

ARTICLE X.

The name and address of the incorporator who is signing these Articles of Incorporation is:

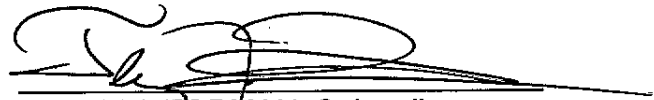
TERRY J. FORMAN  
1521 SW LeJeune Road  
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of May, 2002.

  
TERRY J. FORMAN, Subscriber


STATE OF FLORIDA                    }  
COUNTY OF MIAMI-DADE        }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 28 day of May, 2002, in the County and State aforesaid.



"OFFICIAL SEAL"  
Andrew S. Parker  
My Commission Expires 1/12/2004  
Commission #CC901626

  
Andrew S. Parker  
Notary Public, State of Florida  
at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE

SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **AUTOHAUS OF HOLLYWOOD, INC.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 1406 S. State Road 7, Hollywood, Florida, 33023, has named TERRY J. FORMAN, whose address is 1521 SW Lejeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: May 28, 2002

By:   
Terry J. Forman, Subscriber

Having been named to accept service of process for **AUTOHAUS OF HOLLYWOOD, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: May 28, 2002

By:   
Terry J. Forman, Subscriber


STATE OF FLORIDA                   }  
COUNTY OF MIAMI-DADE        }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 28 day of May, 2002, in the County and State aforesaid.



"OFFICIAL SEAL"  
Andrew S. Parker  
My Commission Expires 1/12/2004  
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Andrew S. Parker  
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