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October 10, 2002

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

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-10/16/02--01073--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: HARRY'S AUTOMOTIVE, INC.

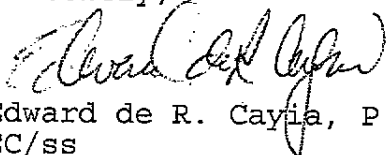
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced for profit corporation, and my operating account check in the amount of \$78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.

EC/ss

Enclosures as noted

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02 OCT 16 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

HARRY'S AUTOMOTIVE, INC.

FILED  
02 OCT 16 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be HARRY'S AUTOMOTIVE, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in any and all lawful business activities authorized under the laws of the State of Florida, and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is: 930 N.E. 4<sup>th</sup> Avenue, Fort Lauderdale, FL 33305. The name of the registered agent of this corporation at that address is HARRY DAVIDIAN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The

number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is HARRY DAVIDIAN at 930 N.E. 4<sup>th</sup> Avenue, Fort Lauderdale, FL 33305.

#### **ARTICLE VII. INCORPORATION**

The name and address of the person signing these Articles of Incorporation is as follows: HARRY DAVIDIAN at 930 N.E. 4<sup>th</sup> Avenue, Fort Lauderdale, FL 33305.

#### **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

#### **ARTICLE IX. CALLING OF SPECIAL MEETING**

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

#### **ARTICLE X. SHAREHOLDER QUORUM AND VOTING**

Seventy five percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation,

shall be managed under the direction of the Board of Directors of the corporation.

**ARTICLE XII. DIRECTORS' TERMS**

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

**ARTICLE XIII. DIRECTOR QUORUM AND VOTING**

One Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

**ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

**ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XVI. INDEMNIFICATION**

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

**ARTICLE XVII. AMENDMENT**

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject

to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 10 day of October, 2002.

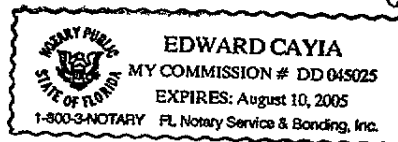
Harry Davidian  
HARRY DAVIDIAN, Incorporator

STATE OF FLORIDA     )  
                                  ) SS.:  
COUNTY OF BROWARD    )

10 The foregoing instrument was acknowledged before me on this day of October, 2002 by HARRY DAVIDIAN who identified himself by a Florida driver's license, on oath.

Edward Cayia  
Notary Public - State of Florida

My commission expires:



The undersigned, having been named as Registered Agent to accept Service of Process for HARRY'S IMPORTS, INC., at 930 N.E. 4<sup>th</sup> Avenue, Fort Lauderdale, FL 33305, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

Harry Davidian  
HARRY DAVIDIAN, Registered Agent

Harry Davidian

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