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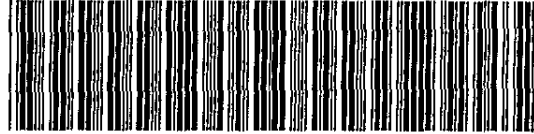
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FRIEDMAN, ROSENWASSER & GOLDBAUM  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
THE PLAZA • SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

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December 2, 2004

Department of State  
Division of Corporations  
P.O. Box. 6327  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: MIAMI MOTOR CAR, INC.**

To Whom It May Concern:

Enclosed, please find an original and a duplicate of the Articles of Incorporation of Miami Motor Car, Inc. Also enclosed, is a check in the amount of \$78.75 made payable to Florida Department of State to cover the filing fee.

The original is to be filed in your office and the duplicate is to be returned to us as a filed copy. Please return the filed copy to this office in the self addressed stamped envelope, provided herein.

Should you have any questions or require further information, please do not hesitate to contact our office.

Sincerely,



Andrew R. Friedman, Esq.

Enclosures

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STATE  
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**ARTICLES OF INCORPORATION  
OF  
MIAMI MOTOR CAR, INC.**

I, the undersigned, being of legal age and 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 of the corporation shall be:

**MIAMI MOTOR CAR, INC.**

**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: 10,000,000 shares common stock, no par value.

All of 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. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

**ARTICLE IV**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE V**

This corporation shall have perpetual existence, unless dissolved according to law.

**ARTICLE VI**

The principal office of the corporation shall be at: 560 Lincoln Road, Suite 301, Miami Beach, Florida 33139. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation is BRETT MALDEN, and the initial office of such registered agent is 560 Lincoln Road, Suite 301, Miami Beach, Florida 33139.

**ARTICLE VII**

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

**ARTICLE VIII**

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

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TALLAHASSEE, FLORIDA

NAME

Brett Malden

ADDRESS

801 Brickell Key Blvd., Unit 2006  
Miami, FL 33131

Mark J. Harrison

180 Meadowbrook Road  
Saratoga Springs, NY 12866

Francis Arthur D'Andrea

259 Brigham Road  
Greenfield Center, NY 12833

Jill D'Andrea

259 Brigham Road  
Greenfield Center, NY 12833

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

NAME

Brett Malden  
President

ADDRESS

801 Brickell Key Blvd., Unit 2006  
Miami, FL 33131

Mark J. Harrison  
Vice President/Secretary/Treasurer

180 Meadowbrook Road  
Saratoga Springs, NY 12866

Francis Arthur D'Andrea  
Vice President

259 Brigham Road  
Greenfield Center, NY 12833

Jill D'Andrea  
Vice President

259 Brigham Road  
Greenfield Center, NY 12833

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

NAME

Brett Malden


ADDRESS

801 Brickell Key Blvd., Unit 2006  
Miami, FL 33131

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 1<sup>st</sup> day of December, 2004.

  
Subscriber - Brett Malden

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, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

THAT MIAMI MOTOR CAR, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Miami Beach, STATE OF FLORIDA,  
HAS NAMED BRETT MALDEN LOCATED AT 560 Lincoln Road, Suite 301, CITY OF MIAMI  
BEACH, STATE OF FLORIDA, (33139) AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE

(Sole Incorporator)

TITLE: President

DATE: 12/1, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE

(Registered Agent)

DATE: 12/1, 2004