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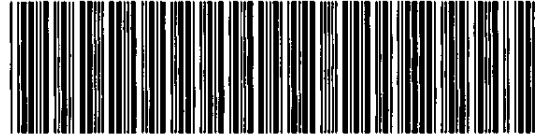
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 17 AM 11:29

Ps 2/20/12

THOMAS MONTGOMERY LAW OFFICE

ONE SOUTHEAST M. L. KING, JR. BLVD.
POST OFFICE BOX 1510
BELLE GLADE, FLORIDA 33430-6510

THOMAS MONTGOMERY
ATTORNEY AT LAW

February 15, 2012

PHONE 561-996-6317
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Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

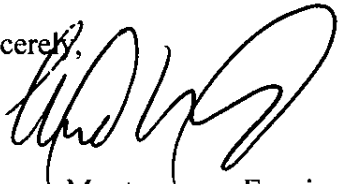
RE: Quality Cars of the Palm Beaches, Inc.

Dear Sir:

Find the enclosed Articles for the above corporation.

Please issue the charter and provide my office with the same.

Sincerely,

A handwritten signature in black ink, appearing to read 'T. Montgomery', written over the word 'Sincerely,'.

Thomas Montgomery, Esquire

TM:mcn

Enclosure

ARTICLES OF INCORPORATION

12 FEB 17 AM 11:29

for

QUALITY CARS OF THE PALM BEACHES, INC.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida as the same may from time to time exist, certify as follows:

ARTICLE I - NAME

The name of this corporation is

QUALITY CARS OF THE PALM BEACHES , INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation, together with its powers and purposes are as follows, to-wit:

- (a) To engage in every aspect and phase of the business of buying and selling cars; and
- (b) To engage in any other business authorized by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED SHARES of common stock having a par value of TEN DOLLARS (\$10.00) per share. The issuing authority may issue shares of stock in exchange for property when in its opinion that the property has the value of at least the equivalent of the consideration for said stock. Stock shall be issued only when fully paid and shall be non-assignable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less

than SIX HUNDRED DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 1205 Worthington Street, West Palm Beach, Florida 33401. The corporation may from time to time move the principal address to any other address in Florida.

ARTICLE VII - MANAGEMENT

The affairs of this corporation shall be managed by its stockholders in the manner provided by the by-laws and in conformance with applicable Florida Statutes.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
NOEL SAMUELS	1205 Worthington Street West Palm Beach, FL 33401	60	\$600.00

ARTICLE IX - OFFICERS AND DIRECTORS

1. Until the first meeting of the stockholders, the regulation of the business and the conduct of the affairs of the corporation shall be performed by the following officers:

NOEL SAMUELS	President/Secretary	1205 Worthington Street West Palm Beach, FL 33401
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2. The corporation shall have at least two members of a Board of Directors who shall consist of the President and Secretary. All other officers shall serve on the Board along with any other stockholders named by the stockholders. The Board shall not exceed 5 members.

ARTICLE X - MISCELLANEOUS

These Articles of Incorporation may be amended in the manner provided by law and in accordance with the provisions of the by-laws, by the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote.

IN CONSENT TO THE TERMS and conditions above, we have hereunto set our hands and seals the _____ day of February, 2012.

 (SEAL)
NOEL SAMUELS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 17 AM 11:29

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **NOEL SAMUELS**, known to be and known by me to be the person or has produced Drivers License as identification, and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization and that he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13TH day of February, 2012.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATION 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:

FIRST - THAT **QUALITY CARS OF THE PALM BEACHES**^{Inc.}, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED THOMAS MONTGOMERY, ESQUIRE, LOCATED AT 1 SE M.L. KING, JR. BOULEVARD, BELLE GLADE, FLORIDA 33430, CITY OF BELLE GLADE, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

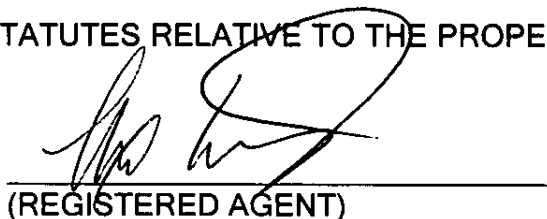


NOEL SAMUELS
President

2/13/12
DATE

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 PERFORMANCE OF MY DUTIES.



(REGISTERED AGENT)

2/13/12
DATE