CORPORATION INFORMATION SERVICES, INC. 1201 HAYS STREET TALLAHASSEE, #L 32301 904-222-9171 90-1-222-0393 FAX

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MAIL TO: P.O. Box 5828 TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

521396

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : January 5, 1995

ORDER TIME : 5:47 PM

ORDER NO. : 521396

CUSTOMER NO:

5309A

600001372006

CUSTOMER: Ms. Maria Scarr

SHEAR NEWMAN HAHN AND

ROSENKRANZ, P.A.

Suite 1000

201 E. Kennedy Boulevard

Tampa, FL 33602

DOMESTIC FILING

NAME:

TAMPA CAR FACTORY, INC.

__ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY XX _ PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

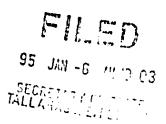
CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

TAMPA CAR FACTORY, INC.



The undersigned, acting as incorporator of Tampa Car

Factory, Inc., under the Florida Business Corporation Act, adopts
the following Articles of Incorporation.

ARTICLE I

<u>Name</u>

The name of the corporation is: Tampa Car Factory, Inc.

ARTICLE II

Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE II.

Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

<u>Authorized Shares</u>

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part ___ash or other property, tangible or intangible, or in labor or services

actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 5303 Macbeth Court, Tampa, Florida 33624, and the name of the corporation's initial registered agent at that address is GEORGE B. BASSIL.

ARTICLE VI

Mailing Address and Principal Office Address

The mailing address and the address of the principal office of the Corporation is 5303 Macbeth Court, Tampa, Florida 33624.

ARTICLE VII

Initial Board

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial directors are:

Name	<u>Address</u>
George B. Bassil	5303 Macbeth Court Tampa, FL 33624
Nina Dahan	1819 E. 14th Street Brooklyn, NY 11229

ARTICLE VIII

Incorporator

The name and street address of the incorporator is:

Name

<u>Address</u>

George B. Bassil

5303 Macbeth Court Tampa, FL 33624

ARTICLE TX

Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 31 day of December, 1994.

GEORGE B. BASSIL, Incorporator

[0182655.WP]

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, <u>Florida Statutes</u>, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State or Florida.

- 1. The name of the corporation is: TAMPA CAR FACTORY, INC.
- 2. The name and address of the registered agent and office is:

GEORGE B. BASSIL 5303 Macbeth Court Tampa, Florida 33624

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

GEORGE B. BASSIL, Registered Agent

Date: 12-31-94

doc.182655

SECRETARY OF THE CO