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ARTICLES OF INCORPORATION OF STARLINER AUTO SALES, INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: STARLINER AUTO SALES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State. These activities may include, but are not in anywise limited to the operation of the following business:

- a) To engage in the business of Wholesale and Retail
 Sales of Automobiles and General Auto Body Repairs and Services,
 for any person, firm, association, or corporation, without
 restriction in this State and any other State of the United States.
- b) To conduct any and all types of business and operations to have one or more offices/stores in this state and in any other state of the United States.
- c) To borrow money and contract debt when necessary in the purchase of, or acquisition of real, personal, and intangible property, business right or franchise, or for additional working capital, or for any other object in or about its business or affairs and without limits to amounts; and to secure the payment of money in any lawful manner.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any time is; ONE HUNDRED (100) shares common stock, each share having the par value of FIVE DOLLARS (\$5.00).

ARTICLY IV - INITIAL CAPITAL

The amount of the initial capital with which this corporation shall begin business is: FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2330 NW 151 Street, Opa Locka, Florida 33054, and the name of the initial registered agent of this corporation at that address is: DONALD O'CONNOR.

ARTICLE VII - DIRECTORS

The corporation shall have ONE (1) DIRECTOR initially whose name and street address is as follows:

ADDRESS

Donald O'Connor 1761 NW 186th Street President/Secretary/Treasurer Miami, Fl. 33056

ARTICLE VIII - SUBSCRIBERS

The names of the subscriber and the street address of the subscriber to these Articles of Incorporation and the number of shares of the \$5.00 par value common stock of this corporation which they agree to take is as follows:

NAME	<u>SHARES</u>	ADDRESS
Donald O'Connor	100%	1761 NW 186th Street
President/Secretary/Treasurer		Miami, F1. 33056

ARTICLE IX - OFFICERS

The name and street address of the officers of this corporation is as follows:

NAME

ADDRESS

Donald O'Connor President/Secretary/Treasurer 1761 NW 186th Street Miami, F1. 33056

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this

(SEAL)

DONALD O'CONNOR
PRESIDENT/SECRETARY/TREASURER

State of Florida)
) ss
County of Dade)

BEFORE ME, personally appeared Donald O'Connor, to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes herein described.

WITNESS MY HAND, and official seal in the county and state named above this $27^{\frac{1}{100}}$ day of \sqrt{ANWRY} , 1995.

MY COMMISSION EXPIRES:

HEWIE C CHIN
My Commission CC400747
Expires Aug. 14, 1998
Bonded by ANB
800-852-5878

NOTARY PUBLIC, State of Florida At Large

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: that STARLINER AUTO SALES, INC.

desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of
Incorporation at:

City of	OPA LOCKA	County of DADE
State of	FLORIDA	has named DONALD O'CONNOR
located at_	2330 NW 151st	Street, Opa Locka, Florida 33054
	OPA LOCKA	County of DADE
State of	FLORIDA	as its resident agent to accept
services of	process within	this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at place designated in this Certifical, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative in keeping open said office.

DONALD O'CONNOR RESIDENT AGENT