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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

ADDRESS SYSTEM
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-02-0
CONTACT: RAY STORMONT
PHONE: (306) 541-3694
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COURTNEY VOLOV-SUBARU, INC.
FAX AUDIT NUMBER: H95000002786
DATE REQUESTED: 03/10/1995
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NUMBER OF PAGES: 4
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EFFECTIVE DATE

3-9-95

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95 MAR 10 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COURTESY VOLVO-SCANN, INC.

The undersigned does hereby assents, 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 COURTESY VOLVO-SCANN, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 8778 N.W. 19th Terrace, Miami, Florida 33192.

ARTICLE III

This corporation's existence shall be effective on the date of subscription and acknowledgment of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
800	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Jeffrey W. Marks
Florida Bar No. 154989
2040 N.E. 163rd St.
Miami, FL 33162
(305) 940.8652

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
3-9-95

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Name
Rita C. Hearst

Address
8775 N.W. 13th Terrace
Miami, Florida 33182

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until her successors are duly elected and qualified, shall be:

Name
Rita C. Hearst

Address
8775 N.W. 13th Terrace
Miami, Florida 33182

ARTICLE VIII

The name and address of the Incorporator is:

Name
Rita C. Hearst

Address
8775 N.W. 13th Terrace
Miami, Florida 33182

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts

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herein stated are true, and executes these Articles of Incorporation this 9th day of March, 1995.



RITA C. HEARN, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, 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 of Florida:

1. The name of the corporation is: COURTESY VOLVO-CARABO, INC.
2. The name and address of the registered agent and office is:

RITA C. HEARN, 2776 N.W. 13th Terrace, Miami, Florida 33152


RITA C. HEARN, President
3/9/95

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.


RITA C. HEARN

corporate/courtesy.art

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5/09/95

FLORIDA DIVISION OF CORPORATIONS

10:32 AM

((H95000005183)))

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-

FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000005183)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: COURTESY VOLVO-SUBARU, INC.

FAX AUDIT NUMBER: H95000005183

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/09/1995

TIME REQUESTED: 10:32:06

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95 MAY -9 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W95-9730

Caragone
Linda

95 MAY -9 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mintham
Secretary of State

May 9, 1995

COURTESY VOLVO-SUBARU, INC.
8775 N.W. 13TH TERRACE
MIAMI, FL 33152

SUBJECT: COURTESY VOLVO-SUBARU, INC.
REF: F95000019813

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Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

81500000564

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
COURTESY VOLVO-SUBARU, INC.

FILED

95 MAY -9 PM 4:17

SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Law,
the undersigned Corporation adopts the following Articles of Amendment to its
Articles of Incorporation:

1. The name of the corporation is COURTESY VOLVO-SUBARU, INC.
2. The following amendment to the Articles of Incorporation was adopted by a majority of the Board of Directors of the Corporation on May 4, 1995, without shareholder action, such shareholder action not being required:

ARTICLE I

The name of the Corporation shall be COURTESY MOTOR CARS INTERNATIONAL, INC.

3. The number of shares of the Corporation outstanding at the time of adoption was none and the number of shares entitled to vote thereon was none.

Dated: May 4, 1995

COURTESY VOLVO-SUBARU, INC.

By Rita C. Hearst
RITA C. HEARST, President
and Secretary

STATE OF FLORIDA :
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 4th day of May, 1995, by RITA C. HEARST, President and Secretary, of COURTESY VOLVO-SUBARU, INC., a Florida corporation, on behalf of the corporation and who did not take an oath.

Personally known to me ✓

Produced Identification _____

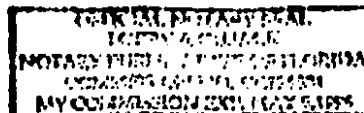
Type of Identification _____

James D. Gaud
NOTARY PUBLIC, State of Florida

PRINTED NAME/COMMISSION NO.

JEFFREY N. MARKS, ESQ.
FL. BAR NO. 156989
(305) 940-8652
2040 N.E. 163 ST.
SUITE 208
MIAMI, FL 33162

corporate/stantand.d



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