

P9500002350/

(((H95000003336)))

ELECTRONIC FILING COVER SHEET

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

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 2020-

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

(((H95000003336)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI AUTO HOUSE, INC.

FAX AUDIT NUMBER: H95000003336
DATE REQUESTED: 03/23/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50

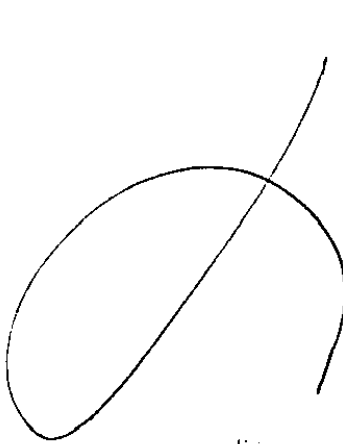
CURRENT STATUS: REQUESTED
TIME REQUESTED: 08:47:50
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003336)))
** ENTER 'M' FOR MENU, **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:04:

FILED
SERIAL 23 PR12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 3/23

20011111 11:11

(6)

**ARTICLES OF INCORPORATION
OF
MIAMI AUTO HOUSE, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation shall be:

MIAMI AUTO HOUSE, INC.

**ARTICLE II
TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE IV
CAPITAL STOCK**

Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value at One Dollar (\$1.00) per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Prepared by:

David Freedman
FI 801-791687
11900 Biscayne Blvd. #616
North Miami, FL 33181
305893-8003

H 9500000 3336

H 9500000 3336

FILED
SERIES 23 FILE 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

**ARTICLE V
REGISTERED AND PRINCIPAL ADDRESS**

The initial address in Florida of the initial registered agent is 11900 Biscayne Boulevard, Suite C16, North Miami, Florida 33181 and initial principal office of the corporation is 225 West 21st Street, Hialeah, Florida 33010.

**ARTICLE VI
BOARD OF DIRECTORS**

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as director until the first annual meeting of the shareholders, or until their successor shall have been elected and qualified is as follows:

**FIORDALIZA BRESLAW
225 West 21st Street
Hialeah, Florida 33010**

H 9500000 3336

H 9500000 3336

**ARTICLE VII
INCORPORATION**

The name and address of the incorporator is as follows:

DAVID M. FREEDMAN
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33161

**ARTICLE VIII
AMENDMENTS**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

**ARTICLE IX
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

**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:

H 9500000 3336

H 9500000 3336

H 9500000 3336

FIRST -- That MIAMI AUTO MOWER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hialeah, State of Florida, has named DAVID H. FREEDMAN, ESQUIRE, located at 11200 Biscayne Boulevard, Suite 616, City of North Miami, State of Florida, as its agent to accept service of process within Florida.

SECOND -- That 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 and complete performance of my duties.

SIGNATURE

[Signature]
Resident Agent

3/22/95
Date

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 the State of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation at Miami, Florida, on the 22 day of March, 1995.

[Signature]
DAVID H. FREEDMAN

STATE OF FLORIDA:
COUNTY OF DADE :

The foregoing Articles of Incorporation was acknowledged

H 9500000 3336

before this 22nd day of March, 1995, by David M. Freedman who is personally known to me or who has produced a _____ as identification and who did take an oath and did voluntarily acknowledge to me that he made and subscribed the above Articles of Incorporation for the uses and purposes therein mentioned and set forth.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 22nd day of March, 1995.

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. SEPT 14, 1998
NOTED THIS OFFICIAL 2-23-1995

This Instrument Prepared By:

David M. Freedman, Esquire
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181
305/993-8003
Fla. Bar No. 791687


NOTARY PUBLIC, STATE OF FLORIDA
Commission No. CC 137046
Name: Gary C. Aske

FILED
23 MAR 1995
NOTARY PUBLIC
STATE OF FLORIDA

995000023501

12:04:32 PM 04/06/1995

TO

995000023501 P.01

8

12:04 AM

PUBLIC ACCESS SYSTEM

((H95000003887)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER BL

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 641-3094

FAX: (305) 641-3770

((H95000003887)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: MIAMI AUTO HOUSE, INC.

FAX AUDIT NUMBER: H95000003887

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/06/1995

TIME REQUESTED: 12:04:32

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000003887)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:03:1

FILED STATE
DIVISION OF CORPORATIONS
95 APR -5 PM 1:30

amud
RM
\$5

12:04:32 PM 04/06/1995

904 922-4000

12:04:32 PM

SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -5 PM 1:30

(3)

ARTICLES OF AMENDMENT OF INCORPORATION
OF

MIAMI AUTO HOUSE, INC.

The undersigned, acting as President and Director of a corporation under the Florida General Corporation Act, adopts the following Articles of Amendment of Incorporation for such corporation:

ARTICLE V
REGISTERED AND PRINCIPAL ADDRESS

The initial address in Florida of the initial registered agent is 11900 Biscayne Boulevard, Suite 616, North Miami, Florida 33181 and initial principal office of the corporation is 245 West 21st Street, Hialeah, Florida 33010.

The above Amendment to Article V of the Articles of Incorporation is adopted by the Board of Directors hereof pursuant to Section 607.1002, Florida Statutes, as the corporation has issued shares of stock and shareholder action is not required.

IN WITNESS WHEREOF, the undersigned President and Director has made and subscribed these Articles of Amendment of Incorporation at Miami, Florida, on the 3rd day of April, 1995.

STATE OF FLORIDA:
COUNTY OF DADE

Fiordalisa Breslaw
FIORDALISA BRESLAW,
President/Director

The foregoing Articles of Amendment of Incorporation was acknowledged before me this 3 day of April, 1995, by Fiordalisa Breslaw who is personally known to me or who has

Prepared by:
Garry FASKE
11900 Biscayne Blvd. #616
N. Miami, FL 33181
305-892-8972

H95000003887

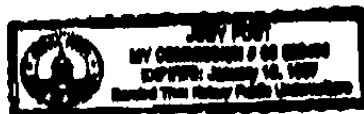
H95000003887

produced a Florida Drivers License as identification and who did take an oath and did voluntarily acknowledged to me that she made and subscribed the above Articles of Amendment of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at MIAMI, in said County and State this 3 day of April, 1981.

My Commission Expires:

David H. Freedman
Notary Public, State of Florida
Commission No.



This Instrument Prepared By:

David H. Freedman, Esquire
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181
305/893-8003
Fla. Bar No. 791687

H9500000 3887

H9500000 3887