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BOCA RATON, FLORIDA 33432

ROY S. TEDESCO  
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TELEPHONE  
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April 5, 1995

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: 21st CENTURY AUTOMOTIVE MARKETING ASSOCIATION OF  
SOUTH FLORIDA, INC.  
Our File No.: B-950048

Dear Sir or Madam:

Enclosed are the following:

1. Original Articles of Incorporation for the named entity.
2. Duplicate copy of Articles of Incorporation for the named entity.
3. Return, postage-prepaid envelope.
4. Tedesco & Landis, P.A. Operating Account check no. 1086 in the amount of \$122.50 made payable to "The Florida Department of State, Division of Corporations".

Kindly process the enclosed Articles as is customary, returning a conformed and certified copy of the Articles of Incorporation, together with an acknowledgement of filing, to this office in the enclosed, postage-prepaid envelope.

Should you have any questions with regard to the enclosed materials, or the contents of this letter, please contact the undersigned.

Very truly yours,

*RS Tedesco*  
ROY S. TEDESCO

RST/cj  
encl.  
(letters\corporations)  
cc: client  
Joann Agatheas, CPA

SECRET  
TALLAHASSEE, FLORIDA  
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ARTICLES OF INCORPORATION  
OF  
21ST CENTURY AUTOMOTIVE MARKETING  
ASSOCIATION OF SOUTH FLORIDA, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: 21ST CENTURY AUTOMOTIVE MARKETING ASSOCIATION OF SOUTH FLORIDA, INC. The principal office and the mailing address of the Corporation is: 117 N.E. 7th Street, Delray Beach, Florida 33444.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 117 N.E. 7th Street, Delray Beach, Florida 33444 and the name of its initial Registered Agent at that address is RICHARD BLAKE.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

<u>Director's Name</u>	<u>Address</u>
RICHARD BLAKE	117 N.E. 7th Street Delray Beach, Florida 33444

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Incorporator's Name

RICHARD BLAKE

Address

117 N.E. 7th Street  
Delray Beach, Florida 33444

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of April, 1995.

  
RICHARD BLAKE

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of April, 1995 by RICHARD BLAKE, and  
(please check one)

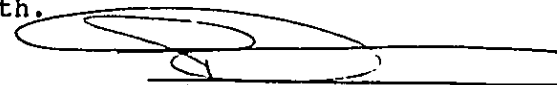
✓ is (are) personally known to me OR  
✓ has (have) produced Florida Drivers License as  
identification and he/she/they

(please check one)

       did take an oath  
       did not take an oath.



ROY S. TEDESCO  
MY COMMISSION # CG 182104 EXPIRES  
February 23, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public State of Florida

Roy S. Tedesco  
Printed Name of Notary Public

My commission expires:

ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

  
RICHARD BLAKE

Dated: 4/5/95