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LOUIS C. ANDERSON
ATTORNEY AT LAW

FILED

95 MAY 17 11 3 01

SECRET
TALLAHASSEE

May 16, 1995

Via Federal Express

Attorney's Title Insurance Fund, Inc.
660 East Jefferson, Suite 200
Tallahassee, FL 32301

Return to
5-18 10:00 AM

Re: *Filing Articles of Incorporation for
Mustang Specialties Auto Sales, Inc.*

50000149213L
-05/17/95-01024-041
***122.50 ***122.50

Dear Sirs:

Enclosed please find the following:

1. Article of Incorporation for Mustang Specialties Auto Sales, Inc.
2. ~~Trust Account check for \$10.00 to Attorney's Title Insurance Fund, Inc. for filing~~
~~-- fees.~~ *4-130.50*
3. Trust Account check for ~~\$122.50~~ *612* to the State of Florida, Division of Corporations, for the filing fee (\$35.00), designation of the registered agent (\$35.00) and a certified copy (\$52.50).

Please see that the above Articles are filed, and the copy returned to this office. If you have any questions, please contact us immediately. Thank you.

Sincerely,

Louis C. Anderson

LOUIS C. ANDERSON
Attorney at Law

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95 MAY 17 PM 2 01
DIVISION OF CORPORATIONS

NANCY HENDRICKS MAY 18 1995

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95 MAY 17 10 01
SEC. OF STATE
TALLAHASSEE, FLA.

**ARTICLES OF INCORPORATION
OF
MUSTANG SPECIALTIES AUTO SALES, INC.**

The undersigned incorporator, hereby adopts the following Articles of Incorporation, for the purpose of forming a Corporation under the Florida Business Corporation Act.

ARTICLE I. CORPORATE NAME.

The name of the Corporation ("Corporation") shall be:

MUSTANG SPECIALTIES AUTO SALES, INC.

ARTICLE II. TERM OF EXISTENCE.

The existence of the Corporation shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this Corporation shall be:

1401 South Dixie Highway, Pompano Beach, Florida 33060.

ARTICLE IV. NATURE OF BUSINESS AND POWERS.

This Corporation is organized for the purpose of purchasing and selling Ford Mustang automobiles, and for any and all other lawful business.

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares, all of which shall be Common Shares.

All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

KIRT SCHOENHEIT

1,000 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE VIII. REGISTERED AGENT AND ADDRESS.

The name and street address of the Corporation's initial Registered Agent and Registered Office is:

*KIRT SCHOENHEIT
1401 S. Dixie Highway
Pompano Beach, Florida 33060*

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. BOARD OF DIRECTORS.

The initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve on the initial Board of Directors is:

*KIRT SCHOENHEIT
1401 S. Dixie Highway
Pompano Beach, FL 33060*

The number of Directors may be either increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE X. INCORPORATORS.

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

KIRT SCHOENHEIT
1401 S. Dixie Highway
Pompano Beach, Florida 33060

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or appeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XIII AMENDMENT.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 15th day of May, 1995.



KIRT SCHOENHEIT, Incorporator

**Acceptance of Registered Agent Designated
in Articles of Incorporation**

KIRT SCHOENHEIT, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



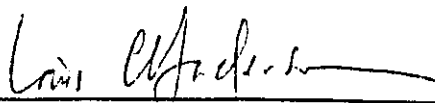
KIRT SCHOENHEIT

RECEIVED
MAY 17 1995
SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **KIRT SCHOENHEIT**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and **KIRT SCHOENHEIT** acknowledged before me that he executed those Articles of Incorporation for the purposes therein stated.

WITNESS by hand and official seal this 15th day of May, 1995.



NOTARY PUBLIC
Name:
Commission No.
My Commission Expires



OFFICIAL SEAL
LOUIS C. ANDERSON
My Commission Expires
April 28, 1996
Comm. No. CC 197142