

PS 000039943
Ligman, Martin, Evans & Beasley, P.A.
Attorneys at Law

LINDA BALDREE
DAVID J. BEASLEY, P.A.
TRACY J. CONSIGNE
FRANK DYLONG
GORDON J. EVANS, P.A.
JAMES O. FULLER, P.A.
MICHAEL F. KELLEY
DANIEL V. LIGMAN, P.A.
JOSEPH W. LIGMAN, P.A.
MICHAEL O. MARTIN (1935-1981)
JAMES R. MAYFIELD, P.A.
RODERICK L. MCGEE
JOHN J. PHILLIPS JR.
GREGORY J. PRUSAK

6300 NORTHEAST FIRST AVE., SUITE 203
FORT LAUDERDALE, FLORIDA 33334

TELEPHONE (305) 351-9344
FAX (305) 351-9047

230 CATALONIA AVENUE
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 445-2682
FAX (305) 445-6571

REPLY TO: FORT LAUDERDALE

May 16, 1995

Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

000001493740
-05/18/95--01103--001
***122.50 ***122.50

Re: Boca Motors, Inc.

Dear Sir or Madame:

I am enclosing a check in the amount of \$122.50 as well as an original and two copies of Articles of Incorporation with regard to the above captioned matter. Please file same and send me a conformed copy of the filed Articles of Incorporation in the enclosed, self-addressed, stamped envelope provided.

Very truly yours,

David J. Beasley
DAVID J. BEASLEY

DJB/rtg
Enclosures

FILED
MAY 18 PM 2:33
TALLAHASSEE, FLORIDA

BROWN MAY 19 1995

FILED
95 MAY 18 PM 2:34
CLERK OF DISTRICT COURT
MILLAND

ARTICLES OF INCORPORATION OF BOCA MOTORS, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the state of Florida, adopt the following Articles of incorporation.

ARTICLE I--Name

The name of this corporation is **BOCA MOTORS, INC.**

ARTICLE II--Duration

The period of duration of the corporation is to perpetual unless otherwise dissolved by the corporation.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The corporation is organized for the purpose of engaging in the business of buying, improving, leasing, and selling new, used, refurbished, salvage or damaged automobiles with its principal place of business at 19523 Hampton Drive, Boca Raton, Florida, 33334 (subject to change upon authorized by the Board of Directors).

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.
- (d) All officers, agents, and employees shall be chosen in such manner, hold such offices for such terms, and have such powers and duties as may be prescribed by the by laws or determined by the Board of Directors. There is no limitation on the number of offices any person may hold.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND shares, all of which shares shall be with a par value of \$.01 par value.

ARTICLE V--Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares. The Corporation may divide and create classes of stock as it deems necessary from time to time.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation shall be repurchased by the corporation, to the extent able, on a pro-rata basis.

Section 3. Voting Rights.

- (a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

- (a) Common Stock. The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between (1) the corporation and one or more of its directors, or (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII--Registered Office and Agent

The address of the initial registered office of the corporation is 19523 Hampton Drive, Boca Raton, Florida, 33334 and the name of the initial registered agent of the corporation at such address is Jaime Aguayo.

ARTICLE VIII--Board of Directors

The initial Board of Directors shall consist of two members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

JAIME AGUAYO, Resident,
19523 Hampton Drive
Boca Raton, Florida, 33334

JODY AGUAYO, Resident,
19523 Hampton Drive
Boca Raton, Florida, 33334

ARTICLE IX--Incorporators

The name and address of the incorporator of the corporation is:

JAIME AGUAYO, Resident,
19523 Hampton Drive
Boca Raton, Florida, 33334

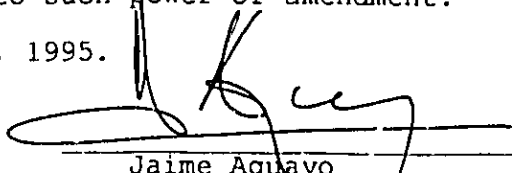
ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right to amend this Article of Incorporation, the by laws, or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida, is expressly reserved and the rights of all shareholders are expressly made subject to such power of amendment.

EXECUTED on May 16, 1995.


Jaime Aguayo
Incorporator

STATE OF FLORIDA)

SS:


COUNTY OF BROWARD)

I HEREBY CERTIFY that on the 16th day of May, 1995, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments,

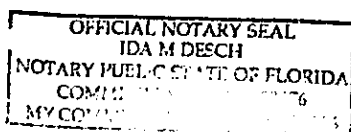
JAIME AGUAYO

to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida, the day and the year first written above.


Notary Public, State of Florida
Notary Public at Large

My Commission Expires:



CEPTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING RESIDENT
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
53 MAY 13 PM 2:34
CLERK OF DISTRICT COURT
FLORIDA

Pursuant to Florida Statute Chapter 48.091, the following is submitted, in compliance with said Act:

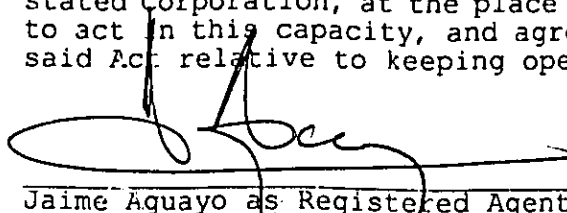
That **BOCA MOTORS, INC.**, desiring to organize under the laws of the State of Florida, with its principal place office as indicated in the Articles of Incorporation, in Boca Raton, Palm Beach, County, Florida, has named:

Jaime Aguayo

Located at 19523 Hampton Drive, Boca Raton, Florida, 33334, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

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


Jaime Aguayo as Registered Agent