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DIVISION OF CORPORATION

EFFECTIVE DATE	ACC
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COUNT NO. # 072100000032

REFERENCE # 800899 4327020

AUTHORIZATION #

COST LIMIT #

ORDER DATE : January 12, 1996

ORDER TIME # 10:47 AM

ORDER NO. : 800899

CUSTOMER NO. 4327828

800001688598

CUSTOMER: Warren D. Hayes, Sr, Esq ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 Royal Poincianna Fl.

Palm Beach, FL 33480

DOMESTIC FILING

NAME:

MCMAHON MOTORS, INC.

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XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY __ FLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

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OF

McMAHON MOTORS, INC.

Article I - Name

The name of this corporation is McMahon Motors, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemotive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office: Mailing Address

The mailing address of this corporation is:

200 Park Street Miami Springs, FL 33166

Article VII - Initial Registered Office and Agent

The street address of the initial registered of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Richard G. McMahon, Jr. 200 Park Street Miami Springs, FL 33166

Article IX - Incorporator

The name and address of the person signing these Articles is:

Warren D. Hayes, Sr. 321 Royal Poinciana Plaza Palm Beach, FL 33480.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of January, 1996.

Warren D. Hayes, Sr.

STATE OF FLORIDA) ss: COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 11th day of January, 1996, by Warren D. Hayes, Sr., who is personally known to me.

Constance M. Cariton
MY COMMISSION # CC602046 EXPIRES
October 25, 1999
BONDED THRU TROY FAIN HISURAACE, INC.

Signature of Person Taking
Acknowledgment

Name typed, printed or stamped
Title or Rank:
Serial Number:

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Warren D. Hayes, Sr.

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