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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE 11 COMPANY
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STATE OF FLORIDA SUITE 200
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(((H98000001213))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FREDERICK MICHAELS AUTO & YACHT SALES & SERVICE, INC
FAX AUDIT NUMBER: H98000001213 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/25/1996 TIME REQUESTED: 10:39:24
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ARTICLES OF INCORPORATION OF

Frederick Michaels Auto & Yacht Sales & Service, Inc.

The undersigned subscriber(s) to these Articles of Incorporation hereby form(s) a corporation under the Florida General Corporation Act.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be Frederick Michaels Auto & Yacht Sales & Service, Inc.

ARTICLE II - ADDRESS

The principal mailing office of the corporation shall be c/o Paxman & Associates, P.A., 515 North Flagler Drive, Suite 1450, West Palm Beach, Florida 33401.

ARTICLE III - GENERAL PURPOSE

This corporation shall be authorized to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall be authorized to issue 10,000 shares of common voting stock each of which shares shall have a par value of one dollar (US \$1.00).

ARTICLE V - REGISTERED AGENT

The initial registered agent of the corporation shall be John T. Paxman whose registered office is located at:

Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401

ARTICLE VI - SUBSCRIBERS

The subscribers of this corporation and their addresses are as follows:

Prepared by:
John T. Paxman, Esq.
Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401
(407)835-8661
FBN 867039

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Andrea Parkoff
c/o Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals:

Andrea Parkoff
c/o Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401

ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this January 24, 1996.

BY: 
Andrea Parkoff
Incorporator

Prepared by:
John T. Paxman, Esq.
Paxman & Associates, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401
(407)835-8661
FBN 867039

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §§ 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Frederick Michaels Auto & Yacht Sales & Service, Inc.
2. the name and address of the registered agent and office is:

John T. Paxman
PAXMAN & ASSOCIATES, P.A.
515 North Flagler Drive, Suite 1450
West Palm Beach, Florida 33401
(407) 835-8661

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

This January 24, 1996


Signature of Registered Agent

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TALLAHASSEE, FLORIDA

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