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1-29-96

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

*****122.50 *****122.50
-02/01/96--011026--008

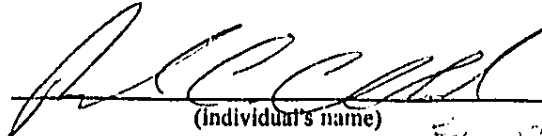
Re: FOREIGN CAR SALES, INC., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(Individual's name)

FOREIGN CAR SALES, INC.
(name of corporation)

SN FEB - 5 1996

MAILING ADDRESS OF CORPORATION		
2102 AURORA RD		
MELBOURNE, FL. 32935		
PHONE		
(407)	259-3661	Ext.
Area Code	Number	

ARTICLES OF INCORPORATION

of

FOREIGN CAR SALES, INC.

(name of corporation)

FILED

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ALLAHIASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FOREIGN CAR SALES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 300 shares () of _____

Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>RAOUL C. CLEVELAND</u>		
ADDRESS	<u>2787 CAITLIN CT. 2101 AURORA RD.</u>		
CITY	<u>MELBOURNE</u>	FLORIDA FL.	ZIP <u>32935</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>FOREIGN CAR SALES, INC.</u>		
ADDRESS	<u>2101 AURORA RD.</u>		
CITY	<u>MELBOURNE</u>	FLORIDA FL.	ZIP <u>32935</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE () directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>RAOUL C. CLEVELAND</u>		
ADDRESS	<u>2787 CAITLIN CT.</u>		
CITY	<u>MELBOURNE</u>	STATE FL.	ZIP <u>32935</u>
NAME	<u>BRUCE E. WILLIAMS</u>		
ADDRESS	<u>PO BOX 373243</u>		
CITY	<u>MELBOURNE SATELLITE BEACH</u>	STATE FL.	ZIP <u>32937</u>
NAME	<u>NATHAN C. KELLEY</u>		
ADDRESS	<u>2607 SHELLWOOD PL.</u>		
CITY	<u>MELBOURNE</u>	STATE FL.	ZIP <u>32534</u>

ARTICLE VII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

NAME RAOUL C. CLEVELAND		
ADDRESS 2787 CAITLIN CT.		
CITY MELBOURNE	STATE FL.	ZIP 32940
NAME BRUCE E. WILLIAMS		
ADDRESS PO BOX 3732 ⁴³		
CITY SATELLITE BEACH	STATE FL.	ZIP 32937
NAME NATHAN C. KELLEY		
ADDRESS 2607 SHELLWOOD PL.		
CITY MELBOURNE	STATE FL.	ZIP 32534

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th
day of January, 1996.

[Signature] (Seal)
[Signature] (Seal)
[Signature] (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FOREIGN CAR SALES, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2101 AURORA RD.

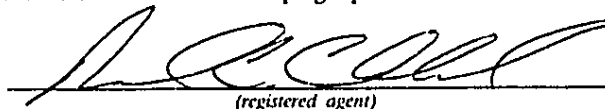
MELBOURNE, FL. 32935

has named RAOUL C. CLEVELAND

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

RECEIVED
TALLAHASSEE, FLORIDA

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