

P96000010492

MOTOR CITY CARS, INC.
416 N.W. 79th Street
Miami, Florida 33150

January 29, 1996

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-02/06/96--01022--019
****122.50 ****122.50

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Motor City Cars, Inc.

Enclosed is the original and a duplicate copy of the Articles of Incorporation for this proposed corporation.

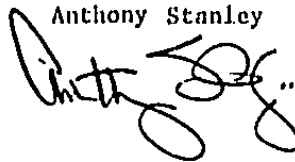
The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is also enclosed to cover the \$35.00 filing fee; the \$52.50 for a certified copy of the Certificate of Incorporation and \$35.00 for a Resident Agent Certificate.

Please forward the necessary forms for filing the Resident Agent Certificate in the enclosed stamped, self-addressed envelope.

Very truly yours,

Anthony Stanley



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -5 12:10:25

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ARTICLES OF INCORPORATION

OF

MOTOR CITY CARS, INC.

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DIVISION OF CORPORATIONS
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The undersigned natural persons, competent to contract under the laws of the State of Florida, acting as subscribers of these Articles, under the provisions of Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

1. NAME: The name of the corporation is:

MOTOR CITY CARS, INC.

2. NATURE OF BUSINESS, PURPOSES AND POWERS: The general nature of the business or businesses to be transacted by this corporation and purposes and powers of this corporation are as follows:

This corporation is organized for the purpose of engaging in every aspect and phase of the business of owning, holding, constructing, developing, leasing, managing and operating business and commercial properties of every kind and description and engaging in such and all types of lawful business enterprises of such kind, nature and description as shall from time to time be determined by its Board of Directors.

This corporation shall have all of the powers specified in Chapter 607 of the Florida Statutes except those which are in conflict with the provisions of these Articles.

This corporation shall have the power to manufacture, purchase, acquire, own, mortgage pledge, sell, assign, transfer, dispose of, invest in, trade in, deal in and deal with goods, wares, merchandise, real property, personal property, and services of every class, kind and description. It shall not, however, have the power to conduct business of a banking, safe deposit, trust, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan, fraternal benefit society, state fair or exposition.

3. AUTHORIZED CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. CAPITAL REQUIRED TO BEGIN BUSINESS: The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00) and this corporation shall not commence business until at least that amount has been received as consideration for the issuance of its shares.

5. TERM OF EXISTENCE: This corporation is to have perpetual existence.

6. PRINCIPAL OFFICE: The Board of Directors may, from time to time, change the post office address of the principal office of this corporation to any address in the State of Florida. The post office address of the initial principal office of this corporation in the State of Florida is 416 N.W. 79th Street, Miami, Florida, 33150.

7. RESIDENT AGENT: The Resident Agent of the above corporation for any and all legal matters shall be Anthony Stanley and service for any and all legal matters may be affected at 416 N.W. 79th Street, Miami, Florida 33150.

8. NUMBER OF DIRECTORS: The first Board of Directors of this corporation shall consist of two (2) members. The number of directors may be increased or decreased by By-Laws adopted by the Stockholders. All directors shall be of full age and at least one shall be a citizen of the United States.

9. FIRST BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified are as follows:

Anthony Stanley - 416 N.W. 79th Street, Miami, Florida 33150

Maria J. Stanley - 416 N.W. 79th Street, Miami, Florida 33150

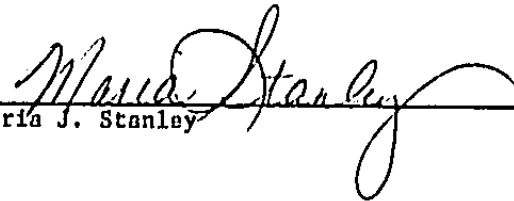
10. SUBSCRIBERS: The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Anthony Stanley - 416 N.W. 79th Street, Miami, Florida 33150

Maria J. Stanley - 416 N.W. 79th Street, Miami, Florida 33150

11. AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.


Anthony Stanley


Maria J. Stanley

State of Florida
County of Dade
The foregoing instrument was
acknowledged before me this



NINI ABBOTT
Commission #348479
Expires Jan 29, 1988
Atlantic Bonding




by
Anthony Stanley of
MOTOR CITY CARS, INC., a

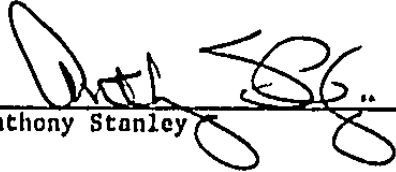
Florida Corporation on
behalf of this Corporation.

ANTHONY STANLEY
416 N.W. 79th Street
Miami, Florida 33150

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I hereby am familiar with and accept the duties and responsibilities as
Registered Agent of Motor City Cars, Inc.



Anthony Stanley