

LAW OFFICES OF HOWARD M. NEU, P.A.

710 NORTHEAST 126th STREET
NORTH MIAMI, FLORIDA 33161

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February 8, 1996

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-02/09/96--01098--009
*****70.00 *****70.00

Re: Automotive Creations International, Inc.
Articles of Incorporation

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please stamp the copy and return to this office. Our check in the amount of \$70.00 is enclosed.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

LAW OFFICES OF HOWARD M. NEU, P.A.

By: 
HOWARD M. NEU, ESQ.

HMN:eo

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

AUTOMOTIVE CREATIONS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of organizing a corporation under the Laws of the State of Florida, providing for the formation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge, and file with the Secretary of State for the State of Florida, this Certificate of Incorporation, and to that end, we do, by these Articles, set forth:

ARTICLE I

The name of this corporation shall be:

AUTOMOTIVE CREATIONS INTERNATIONAL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be as follows:

(a) To design, write, prepare, place, publish and display, in any manner, advertisements and publicity devises and innovations of all kinds for itself and for others; to print, publish, and distribute pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements and publications of all kinds; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise and prepare and produce television and radio advertising; and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such

purposes.

(b) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenance, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interest in lands and any buildings or other structures and any stores, shops, suites, rooms or a part of any buildings or other structures at any time owned or held by the corporation.

(c) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at anytime owned or held by the corporation.

(d) The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which corporations maybe organized under the General Corporation Laws of the State of Florida.

(e) To acquire by purchase, exchange or otherwise, all or any part of, or any interest in the properties, assets, business and

goodwill of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in conjunction therewith to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

(f) To carry on its operations and conduct business in any State, in the District of Columbia, and in any Territory, dependency or possession of the United States and in any foreign country.

(g) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature with any person, corporation, private, public or municipal, body politic under the government of the United States or any State or Territory or possession thereof, or any foreign government so far as possible to the extent that the same may be done and performed by corporations organized under the business corporation law of this state.

(h) To purchase, own and hold and to sell and transfer (but not to vote) its own shares if and when the capital of this corporation is not thereby impaired, and to purchase, own, hold, sell, transfer and exercise all rights (other than voting rights)

upon or under its own debt obligations, and upon warrants, rights or options upon or with respect to its own securities.

(i) To purchase or otherwise acquire, and to hold, create security interests in, pledge, sell, exchange, or otherwise dispose of, securities created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

(j) To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

(k) From time to time to provide, carry out, revise, amend, alter or change a plan or plans for the participation of all or any of the employees, including Directors and Officers of this Corporation or of any corporation in which or in the welfare of which the Corporation has any interest, and those actively engaged in the conduct of this Corporation's business, in the profits of this Corporation or of any branch or division thereof, as part of this Corporation's legitimate expenses, and for the furnishing to such employees or persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or other similar aids for their general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

ARTICLE III

The aggregate number of shares that may be issued is Ten Million (10,000,000) shares of common stock with a par value of One Dollar (\$1.00) per share and One Million (1,000,000) shares of convertible preferred stock with a par value of One Dollar (\$1.00) per share.

The holders of the convertible preferred shares shall be entitled to cumulative dividends thereon at the rate of six percent (6%) per annum on the par value thereof prior to the payment of dividends on the common shares. All remaining profits which the Directors may determine to apply in payment of dividends shall be distributed among the holders of common shares exclusively. Upon dissolution, whether voluntary or involuntary, the holders of convertible preferred shares shall first be entitled to receive out of the net assets of the corporation, the par value of their shares plus unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The dividends on the convertible preferred stock shall be cumulative, so if the corporation fails in any fiscal year to pay such dividends on all of the issued and outstanding convertible preferred stock, such deficiency in the dividend shall be fully paid, but without interest, before any dividend shall be paid on or set apart for the common shares. Subject to the foregoing provisions, the convertible preferred stock shall not be entitled to participate in any other or additional surplus or net profits of the corporation.

The six percent (6%) cumulative preferred shares of the

Corporation of One Dollar (\$1.00) par value may, at the option of the holder thereof, be converted into Five (5) shares of the Common Stock of the Corporation, at any time on or before December 1, 1996, upon the following terms:

(a) Any holder of any of the convertible preferred shares desiring to avail himself of the option for conversion of his shares as herein provided, shall, on or before December 1, 1996, deliver, duly endorsed in blank, the certificates representing the shares to be converted to the Secretary of the Corporation, and at the same time notify the Secretary in writing over his signature that he desires to convert each share submitted into five (5) shares of Common Stock of the Corporation, One Dollar (\$1.00) par value pursuant to these provisions.

(b) Upon receipt by the Secretary of the tendered certificates accompanied by written notice to convert, the Corporation shall forthwith cause to be issued to the holder of the convertible preferred shares surrendering same, five (5) shares of common stock of the Corporation for each share of convertible preferred stock surrendered, and shall deliver to such holder a certificate in due form for such common shares.

(c) Five Million (5,000,000) shares of the common stock of the Corporation shall be set aside and such shares shall be issued only in conversion for Six percent (6%) convertible preferred shares as herein provided.

(d) Shares which have been converted hereunder shall revert to the status of unissued shares and shall not be reissued.

The Corporation shall have the right to redeem its six percent

(6%) convertible preferred stock, or any number of shares thereof, issued and outstanding, at any time by paying to the holders thereof the sum of Five dollars (\$5.00) per share together with the amount of such accrued dividends as may have accumulated thereon at the time of redemption. The redemption of any such stock shall not be made where the effect of any such redemption shall reduce the net assets of the Corporation below the stated capital remaining after giving effect to the cancellation of such shares, or if the Corporation is insolvent or would thereby be made insolvent.

The Board of Directors of the Corporation shall have full power and discretion to select from the outstanding convertible preferred stock of the Corporation particular shares for redemption, and its proceedings in this connection shall not be subject to attack except for actual and intentional fraud. In all instances, the Board shall have complete authority to determine upon and take the necessary proceedings fully to effect the redemption of the shares selected for redemption, and the cancellation of the certificates representing said shares.

At all times each holder of common stock of the corporation shall be entitled to one vote for each share of such stock outstanding in his name on the books of the corporation. Except as in this paragraph otherwise provided, the entire voting power of the corporation shall be vested in the common share holders, and each common share shall be entitled to one vote. In the event that two (2) consecutive annual dividends payable on the preferred shares are in default, then immediately upon the happening of such event and until such defaults and all defaults subsequent thereto

are made good, the holders of preferred shares shall become entitled to one vote for each share of such preferred shares at any meeting of the corporation, along with the holders of common shares. Upon payment in full of the defaulted dividends, the voting power shall again be vested exclusively in the common shareholders.

In the event of the increase of the authorized preferred stock, the holders of the preferred stock of the corporation at that time outstanding, shall have the exclusive right to subscribe in proportion to their holdings for the preferred stock so to be issued, and no holder of common stock shall have any right, preemptive or other, to subscribe for any of such preferred stock so to be issued. In the event of the increase of the authorized common stock of the corporation, the holders of the common stock of the corporation at that time outstanding, shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued, and no holder of the preferred stock shall have any right, preemptive or other, to subscribe for any such common stock so to be issued.

The corporation is hereby expressly authorized and empowered from time to time by resolution of its Board of Directors, to create and issue, whether or not in connection with issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series or other securities, whether now or hereafter authorized; such rights or options to be evidenced by or in such warrants or other

instruments as shall be approved by the Board of Directors; the terms upon which, the time or times which may be limited or unlimited in duration, and the price or prices at which any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such and shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issuance of such rights or options, and set forth or incorporated by reference in the warrants or instruments evidencing such rights or options, and as shall be permitted by law. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid shares and not liable to any further call or assessment. The Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE IV

The principal office of AUTOMOTIVE CREATIONS INTERNATIONAL, INC., shall be at 1821 S.W 55th Avenue, Plantation, Florida 33317, and the registered agent is HOWARD M. NEU, whose address is 710 N.E. 126th Street, North Miami, Florida 33161.

ARTICLE V NAMES AND POST OFFICE ADDRESS OF SUBSCRIBERS

The name and post office address of each subscriber of this

Certificate of Incorporation, and the number of shares of stock each agrees to take, are as follows:

RONALD KAMEN	1821 S.W. 55th Ave, Plantation, FL 33317	250,000 Shares
ELLEN KAMEN	1821 S.W. 55th Ave. Plantation, FL 33317	250,000 Shares

ARTICLE VI

The following named persons shall be officers of this corporation for the first year of its existence, or until their successors are elected and have qualified:

ELLEN KAMEN	PRESIDENT and DIRECTOR
RONALD KAMEN	SECRETARY-TREASURER

ARTICLE VII

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meeting of the stockholders, and the following officers, shall be elected, to-wit: a President, Executive Vice President, and a Secretary/Treasurer, together with such other officers, agent and/or factors as may be deemed necessary. Any and all of such officers may or may not be stockholders, and each shall hold office until his successor is chosen and duly qualified. All officers, agents and/or factors may or may not be Directors of the corporation, except for the President, who must be a Director.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or revoke any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statutes and all rights conferred upon stockholders herein, are granted subject

to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 28 day of December, 1995.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate, this 28 day of December, 1995.

Ronald Kamen (SEAL)
RONALD KAMEN

Ellen Kamen (SEAL)
ELLEN KAMEN

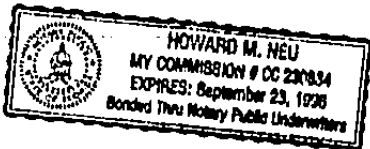
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

ON THIS DAY, personally appeared before me, a Notary Public of the State of Florida at Large, RONALD KAMEN and ELLEN KAMEN to me be known and by me known to be the persons described in and who signed the foregoing Certificate of Incorporation, and they severally acknowledged to and before me that they signed the same freely and voluntarily and for the uses and purposed therein expressed.

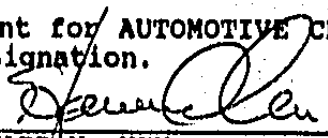
WITNESS my official hand and seal in Dade County, North Miami, Florida, this 28 day of December, 1995.

Howard M. Neu
NOTARY PUBLIC
State of Florida at Large

My commission expires:



I Howard M. Neu, as resident agent for AUTOMOTIVE CREATIONS INTERNATIONAL, INC., do accept the designation.



HOWARD M. NEU
710 N.E. 126th Street
North Miami, Florida 33161
(305) 895-3000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA