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Casey and Molchan
PROFESSIONAL ASSOCIATION
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FILED

Michael R. Casey
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96 FEB 28 PM 1:57
SUITE 404
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February 27, 1996

(via Federal Express)

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****122.50 ****122.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Boca Import Motorcars, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation, together with a Registered Agent Certificate, for the above corporation. Please file the original Articles and return to us one certified copy via Federal Express. For your convenience, our FedEx account number is 1257 82 554. I am also enclosing a check in the amount of \$122.50 as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,



MICHAEL R. CASEY
For the Firm

MRC/jat

encls.

cc: Mr. Paul Coppola

3-1-96
JK

**ARTICLES OF INCORPORATION
OF
BOCA IMPORT MOTORCARS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: BOCA IMPORT MOTORCARS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4301 Oak Circle, Suite 21, Boca Raton, Florida 33431.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Five Hundred (500) shares of \$1.00 par value common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Michael R. Casey, Esq.
700 Southeast Third Avenue, Suite 404
Fort Lauderdale, Florida 33316

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Paul Coppola	4301 Oak Drive, Suite 21 Boca Raton, Florida 33431

ARTICLE V - INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation are: Michael R. Casey, Esq., 700 Southeast Third Avenue, Suite 404, Fort Lauderdale, FL 33316.

The undersigned has executed these Articles of Incorporation
this 27th day of February, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Michael R. Casey, Incorporator

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

Pursuant to the provisions of section 607.0501, 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: BOCA IMPORT MOTORCARS, INC.

2. The name and address of the registered agent and office is: (P.O. Box not acceptable)

Michael R. Casey, Esq.
700 Southeast Third Avenue, Suite 404
Fort Lauderdale, FL 33316

Signature: 

(corporate officer)

Title: Incorporator

Date: February 27, 1996

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.

SIGNATURE: 

DATE: February 27, 1996