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Director's Name
Mark Escoffery, P.A.
Certified Public Accountant
4241-A Northlake Boulevard
Palm Beach Gardens, Florida 33410
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
Profit	/
NonProfit	/
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/1/96

ARTICLES OF INCORPORATION

OF

HENRIMOTORS, INC.

FILED

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STATE OF FLORIDA
TALLAHASSEE

We, the Undersigned Incorporators of these Articles of Incorporation, who are the natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of the Corporation shall be:

HENRIMOTORS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is to perform all services relative to the automotive business including but not limited to (A) wholesaling of autos, (B) resale of autos, (C) auto body repairs and all and every necessary product and by-product in relation to the functions and operation of said business and any other activities or business permitted under the Laws of the United States and the State of Florida.

Said powers shall include, but not limited to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind

and description except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building or loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other States and Countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation, of the State of Florida, or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

In furtherance, and not in any limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

- A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.
- B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this Corporation cannot be impaired thereby.
- C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and saving plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.
- D. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said provisions, and the indemnification provided for herein shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any By-Law,

agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares at \$1.00 par value.

ARTICLE IV

"1244 STOCK"

All stock issued shall be issued pursuant to the requirements of Section 1244 of the Internal Revenue Code for said stock to qualify under that Section.

ARTICLE V

Initial Capital

The amount of capital with which this Corporation will begin business is not less than \$1,000.00 (ONE THOUSAND DOLLARS)

ARTICLE VI

Terms of Existence

This Corporation is to exist perpetually.

ARTICLE VII

Principal Place of Business

The initial street address in this State of the principal office of this Corporation is 4249 West Roads Drive, West Palm Beach, Florida 33407. The Board of Directors may, from time to time remove the principal office to any other address in Florida.

ARTICLE VIII

Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE IX

Initial Directors

The names and addresses of the members of the first Board of Directors are:

TITLE	ADDRESS
PRESIDENT/TREASURER LASCELLES G. HENRIQUEZ	12725 Kingsway Road West Palm Beach Florida 33417
VICE PRESIDENT/SECRETARY ROMELIA M. HENRIQUEZ	12725 Kingsway Road West Palm Beach Florida 33417

ARTICLE X

Incorporators

The names and street addresses of the Incorporators of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	PAID
LASCELLES G. HENRIQUEZ	12725 Kingsway Road West Palm Beach Florida 33417	1000	\$1,000

ARTICLE XI

Registered Agent

The initial registration of the Registered Office of this Corporation shall be 4249 West Roads Dr. West Palm Beach, Florida 33414, and the Registered Agent shall be LASCELLES G. HENRIQUEZ.

Pursuant to Florida Statutes Section 607.164 having been named to accept process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
LASCELLES G. HENRIQUEZ

ARTICLE XII

Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors, as provided by Law, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in persons at a meeting.

ARTICLE XIII

Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent as provided by Law.

ARTICLE XIV

Ratification of Incorporator's Actions and Adoption of Contracts

This Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned Incorporator performed prior to the effective date of these Articles of Incorporation and done on behalf of this Corporation. The Corporation further authorizes its Director to assume all expenses made on behalf of the Corporation, prior to its existence, for any and all expenses incurred in the organization and formation of the Corporation.

ARTICLE XV

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 the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

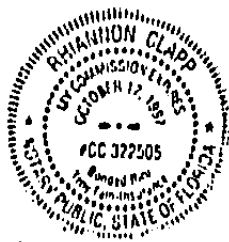
IN WITNESS WHEREOF, I, the Incorporator of the above named Corporation, have set my hands this 19th day of APRIL 1996.

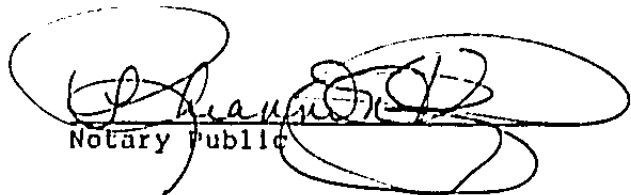

LASCELLES G. HENRIQUEZ

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared LASCELLES G. HENRIQUEZ known to me to be the person described as the Incorporator in, and who executed, the foregoing Articles of Incorporation and that he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County
last aforesaid this 19 day of April 1996.




Notary Public

My Commission Expires: 10-17-97

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