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June 6, 1996

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: STUART MOTOR CAR COMPANY

900001857519
-06/11/96--01029--005
*****122.50 *****122.50

Dear Sir:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our client's check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,

Michael Sierra
MICHAEL SIERRA

MS:m
Enc.

FILED
96 JUN 10 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-11-96
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ARTICLES OF INCORPORATION

FILED

OF

96 JUN 10 AM 10:42

STUART MOTOR CAR COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

STUART MOTOR CAR COMPANY

The principal place of business of this Corporation shall be:

3231 S.E. SLATER ST., STUART, FL 34997.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be the purchase and sale of collector vehicles, and related services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 3231 S.E. SLATER ST., STUART, FL 34997, and the name of the initial Registered Agent of the Corporation at that address is: RICHARD THOMAS.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
RICHARD THOMAS	6418 S.E. CONGRESSIONAL WAY STUART, FL 34997
S. PRESTLEY BLAKE	6799 SO. MARINA WAY STUART, FL 34996

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICER</u>	<u>ADDRESS</u>
RICHARD THOMAS PRES.	6418 S.E. CONGRESSIONAL WAY STUART, FL 34997
S. PRESTLEY BLAKE SEC/TREAS	6799 SO. MARINA WAY STUART, FL 34996

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
S. PRESTLEY BLAKE	6799 SO. MARINA WAY STUART, FL 34996	100
RICHARD THOMAS	6418 S.E. CONGRESSIONAL WAY STUART, FL 34997	100

IN WITNESS WHEREOF, the undersigned have herunto set their hands and seals on this 21st day of May, 1996.

S. Prestley Blake (SEAL)
S. PRESTLEY BLAKE

Richard Thomas (SEAL)
RICHARD THOMAS

I Heroby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Richard Thomas
RICHARD THOMAS
Registered Agent

FILED
96 JUN 10 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF CONNECTICUT
COUNTY OF TOLLAND : SS. SOMERS

The foregoing instrument was subscribed to before me on this 21st day of MAY, 1996, by S. PRESTLEY BLAKE, who is personally known to me or who produced _____ as identification.

COMMISSION NO. N.A.

James W. Sherman
NOTARY PUBLIC
COMMISSIONER OF THE SUPERIOR COURT

My commission expires:

N.A.

JAMES W. SHERMAN
(Name of Notary typed, printed or stamped)

STATE OF NEW JERSEY
COUNTY OF MORRIS

The foregoing instrument was subscribed to before me on this 3rd day of June, 1996, by RICHARD THOMAS, who is personally known to me or who produced Denise J. Nickel as identification.

COMMISSION NO. _____

COMMISSION EXP. _____

Denise J. Nickel
NOTARY PUBLIC
DENISE J. NICKEL
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAY 25, 2000
(Name of Notary typed, printed or stamped)