

JUL-10-96 WED 11:35 AM

TERESA 96  
1:14 PM 07/10/96 ACCOUNT NUMBER: 00000009563  
SHIPPING ADDRESS: 409 EAST GAINES STREET  
BTW 1ST & 2ND AVENUE  
FT LAUDERDALE, FL 33311  
ROMAN FAX: (305) 732-4000  
385-6761 (((H96000009563)))  
OR P.A. NAME: ANTIQUE CARS OF AMERICA, INC.  
CURRENT STATUS: REQUESTED DATE REQUESTED: 07/10/1996  
13:14:21 CERTIFIED COPIES: 0  
PAGES: 3  
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover  
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((H96000009563))) \*\* ENTER 'M' FOR MENU. \*\*

Method for pick up

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
PHONE: (304) 385-6735 FAX: (304)  
CONTACT: TERESA  
TIME REQUESTED:

CERTIFICATE OF STATUS: 1 NUMBER OF  
METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$76.75

96 JUL 10 PM 5:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

96 JUL 10 PM 2:21

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ANTIQUE CARS OF AMERICA, INC.

ARTICLE I. - NAME

The name of the Corporation is Antique Cars of America, Inc.

ARTICLE II. - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III. - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV. - PRINCIPAL OFFICE

The initial principal office of this Corporation will be located at: 6801 Park of Commerce Boulevard, Suite 200, Boca Raton, Florida 33487.

ARTICLE V. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. - INITIAL REGISTERED  
OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1212 Southeast First Avenue, Port Lauderdale, Florida, 33316 and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espres, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0503, as amended from time to time, with respect to the duties of a registered agent.

PREPARED BY:

KEVIN J. D'ESPRES, ESQ.  
KEVIN J. D'ESPRES, P.A.  
1212 Southeast 1st Ave.  
Port Lauderdale, FL 33316-1802  
(305) 522-2767  
Fla. Bar No. 347677

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ARTICLE VII - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and address of the member of the first Board of Directors is:

Merton Colby  
6501 Park of Commerce Boulevard  
Suite 200  
Downey, California 90247

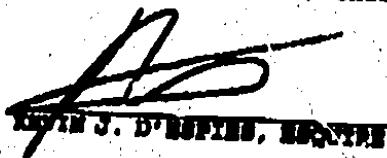
ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Kevin J. D'Espies, Esquire, 1212 Southeast First Avenue, Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 9<sup>th</sup> day of July, 1996.

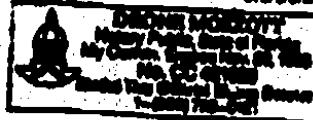
  
KEVIN J. D'ESPIES, ESQUIRE

STATE OF FLORIDA )  
COUNTY OF BROWARD )  
                    ; ss:

The foregoing Articles of Incorporation of Antique Cars of America were acknowledged before me on this 9<sup>th</sup> day of July, 1996, by Kevin J. D'Espies, Esquire, as Incorporator.

My commission expires:

  
Notary Public



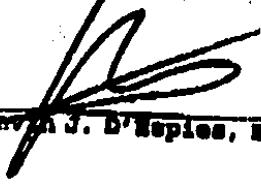
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Memorandum

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Antique Cars of America, at the place designated in the Articles of Incorporation, Kevin J. D'Espie, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.081 relative to keeping open such office, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

  
Kevin J. D'Espie, Esquire

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TALLAHASSEE, FLORIDA

Memorandum