

P. 1

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SECRETARY OF STATE
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MISSION OF CONFIRMATIONS

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P. 2

SECRETARY OF STATE
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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: 6501 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, Fort Lauderdale, Florida, 33316 and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, 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 607.0805, as amended from time to time, with respect to the duties of a registered agent.

PREPARED BY:

KEVIN J. D'ESPIES, ESQ.
KEVIN J. D'ESPIES, P.A.
1212 Southeast 1st Ave.
Fort Lauderdale, FL 33316-1802
(954) 522-2767
Fla. Bar No. 347477

11/10/96

Antique Care of America

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:

Newton Colby
6501 Park of Commerce Boulevard
Suite 200
Boca Raton, Florida 33487

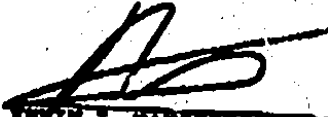
ARTICLE VIII - BYLAWS

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 - INCORPORATION

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 2nd day of July, 1996.

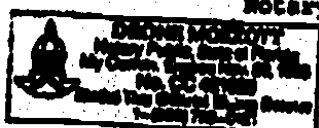

KEVIN J. D'ESPYES, ESQUIRE

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

The foregoing Articles of Incorporation of Antique Care of America were acknowledged before me on this 2nd day of July, 1996, by Kevin J. D'Espies, Esquire, as incorporator.

My commission expires:


Notary Public



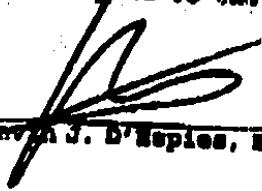
Antique Care of America

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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'Espies, 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'Espies, Esquire

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