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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
7 25 76

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-08/01/96--01040--002
*****70.00 *****70.00

SUBJECT: FORD AUTOMOTOR REALTY INVESTORS, CORP.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of Incorporation and our check
for \$ 70.00 .

FROM:

HUMBERTO HUMPHREY PACHECKER

Name (printed or typed)

13903 KENDALLE LAKES CIRCLE

Address

MIAMI, FLORIDA 33183

City, State, & Zip

(305) 383-0123

Telephone Number

FILED
56 AUG -1 AM 9:55
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

8.2.96
162

EFFECTIVE DATE
7/25/76

ARTICLES OF INCORPORATION OF
FORD AUTOMOTOR REALTY INVESTORS, CORP.

FILED
25 AUG - 1 11:35:55
CLERK OF THE COURT
STATE OF FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: FORD AUTOMOTOR REALTY INVESTORS, CORP.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be preferred shares with a par value of fifty Dollar (\$50.00).

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE ,
AND CORPORATE ADDRESS

The name and address of the initial Registered Agent of this corporation is:

HUMBERTO PACHECO
13903 KENDALE LAKES CIRCLE
MIAMI, FLORIDA 33183

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

HUMPHREY H. PACHECKER, AND
TERESA BARRERA MUNOZ
13903 KENDALE LAKES CIRCLE
MIAMI, FLORIDA 33183

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation is/are:

President: HUMPHREY H PACHECKER
13903 KENDALE LAKES CIRCLE
MIAMI, FLORIDA 33183

Vice President: TERESA BARRERA MUNOZ
13903 KENDALE LAKES CIRCLE
MIAMI, FLORIDA 33183

Secretary: ^C
^C
^C

Treasurer: ^C
^C
^C

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

HUMPHREY H. PACHECKER
13903 KENDALE LAKES CIRCLE
MIAMI, FLORIDA 33183

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

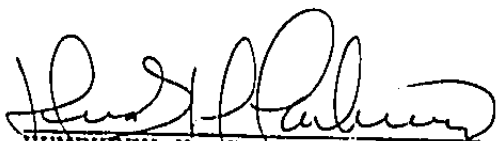
Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ____ day of JULY, 1996.


HUMPHREY H. PACHECKER

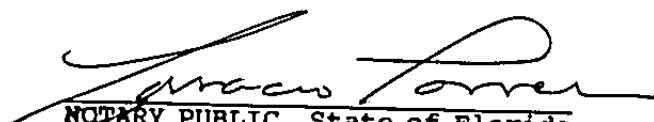

TERESA BARRERA MUNOZ

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Humphrey H. Pachecker, AND, Teresa Barrera Munoz to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to the before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of JULY, 1996.

My Commission Expires:


NOTARY PUBLIC, State of Florida
at Large. IGNACIO TORRES
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP SEPT. 21, 1996
BONDED THRU GENERAL INS. UND.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: FORD AUTOMOTOR REALTY INVESTORS, CORP.

2. The name and address of the registered agent and office is:

HUMBERTO HUMPHREY PACHECKER

(NAME)

13903 KENDALLE LAKES CIRCLE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33183

(CITY/STATE/ZIP)

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

07-26-96

ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that FORD AUTOMOTOR REALTY INVESTORS CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named HUMBERTO PACHECO located at 13903 Kendale Lakes Circle, City of Miami, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. 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: 

REGISTERED AGENT

FILED
96 AUG -1 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA