

P 960000 72789

Charter Number Only

Chris de Sola 8/30

Steele & Hanson
Requestor's Name
150 W. Flagler Street Ph 2850
Address
Miami, FL 33130
City State ZIP Phone
319-7001

VALIDATION ONLY

FILED
SEP-3 1996
FEDERAL BUREAU OF INVESTIGATION

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CORPORATION(S) NAME

Headquarter Lincoln Mercury, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Mark	<input type="checkbox"/> Other
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	

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DIVISION OF CORPORATIONS

Empire Toll Free: 1-800-432-3028

Name
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

A. CHESNEY SEP 1 1996

CERTIFIED COPY

**ARTICLES OF INCORPORATION
OF
HEADQUARTER LINCOLN-MERCURY, INC.**

Article I - Name and Address

The name of this corporation is Headquarter Lincoln-Mercury, Inc. The address and principal place of business of this corporation is:

5825 N.W. 167 Street
Miami Lakes, FL 33015

Article II - Purpose

This corporation is organized for the purpose of operating an automobile dealership or for transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of common stock, par value US \$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

150 West Flagler Street
Suite 2850
Miami, FL 33130

and the name of the initial registered agent of this corporation at such address is Steele & Hanson, P.A.

Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Jeronimo M. Esteve
5895 N.W. 167 Street
Miami Lakes, FL 33015

Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name(s) and address(es) of the initial director(s) are:

Jeronimo M. Esteve
5895 N.W. 167 Street
Miami Lakes, FL 33015

Armando Codina
151 Paloma Drive
Coral Gables, FL 33156

Article VII - Officers

The name(s) and address(es) of the initial officer(s) of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President: Jeronimo M. Esteve
5895 N.W. 167 Street
Miami Lakes, FL 33015

Vice President: Yazmin Esteve
5895 N.W. 167 Street
Miami Lakes, FL 33015

Secretary: Yazmin Esteve
5895 N.W. 167 Street
Miami Lakes, FL 33015

Controller: Noel Bonet
5895 N.W. 167 Street
Miami Lakes, FL 33015

Article VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article IX - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 1 - Right to Indemnification. The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

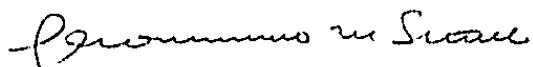
Section 2 - Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3 - Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of August, 1996.



By: Jeronimo M. Esteve
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Headquarter Lincoln-Mercury, Inc. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1995).

Dated this 30th day of August, 1996.


By: Stoolb & Hanson, P.A.

FILED
95 SEP -3 PM 12:49
TALLAHASSEE, FLORIDA