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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

P96000082001

ACCOUNT NO. : 072100000032

REFERENCE : 107910 82363A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 3, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 107910

CUSTOMER NO: 82363A

CUSTOMER: Harold L. Benjamin, Cpa  
HAROLD L. BENJAMIN, CPA  
6208 Pembroke Road  
Mirimar, FL 33023

900001964009  
-10/03/96--01058--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: AUTO BROKERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED  
96 OCT -3 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc 10/3/96

RECEIVED  
96 OCT -3 AM 11:43  
DIVISION OF CORPORATION

**CERTIFICATE OF INCORPORATION  
OF  
AUTO BROKERS, INC.**

**ARTICLE I**

*Name*

The name of this Corporation is: AUTO BROKERS, INC.

**ARTICLE II**

*Nature of Business*

The general nature of the business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises as follows: AUTO SALES

**ARTICLE III**

*Capital Stock*

This Corporation is authorized to issue ONE HUNDRED (100) SHARES of common stock with a part value of ONE DOLLAR (\$1.00) for each share.

**ARTICLE IV**

*Initial Capital*

The amount of capital with which this Corporation will begin doing business is ONE HUNDRED (\$100.00) DOLLARS.

**ARTICLE V**

*Term of Existence*

This Corporation shall have perpetual existence, unless dissolved by action of law.

**ARTICLE VI**

*Address*

The initial post office address of this Corporation in the State of Florida is:

4719 SW 51 Street, Bay 20  
Davie, Florida 33314

**ARTICLE VII**

*Directors*

This Corporation shall not have less than one (1) Director initially. He number of directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

**ARTICLE VIII**

*Initial Directors and Officers*

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

<i>Name</i>	<i>Address</i>	<i>Title</i>	<i>Office</i>
David Egorov	297 NW 152 Avenue Pembroke Pines, FL 33028	President	Director
Alex Ulitsky	297 NW 152 Avenue Pembroke Pines, FL 33028	Vice President	Director

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TALLAHASSEE, FLORIDA

**ARTICLE IX**

***Subscribers***

The names and post office address of each subscriber to these Articles of Incorporation, the number of stock each agrees to take and the value of the consideration paid therefore are as follows:

<i>Name</i>	<i>Address</i>	<i>Shares</i>	<i>Paid</i>
David Egorov	297 NW 152 Avenue Pembroke Pines, FL 33028	50	\$ 50.
Alex Ulitsky	297 NW 152 Avenue Pembroke Pines, FL 33028	50	\$ 50.


**ARTICLE X**

***Amendment***

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved by a majority of the Stockholders.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 2 day of OCTOBER, 1996.

  
\_\_\_\_\_  
DAVID EGOROV

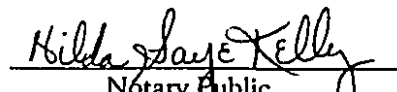
  
\_\_\_\_\_  
ALEX ULITSKY

STATE OF FLORIDA

§

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID EGOROV and ALEX ULITSKY, to me known to be the person described as subscriber herein and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 2 day OCTOBER, 1996.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



HILDA FAYE KELLY  
My Commission CC409798  
Expires Sep. 26, 1998  
Bonded by ANB  
800-852-5878

AUTO BROKERS, INC.

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96 OCT -3 PM 3:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED***

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AUTO BROKERS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at DAVIE, FLORIDA has named DAVID EGOROV, located at 297 NW 152 Avenue, Pembroke Pines, Florida to accept service of process within Florida.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
DAVID EGOROV

9.30.96.  
Date