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*CERTIFIED FAMILY MEDIATOR

December 18, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/20/96--01073--006
***122.50 ***122.50

Re: Mark Win, Inc.

Dear Sirs:

Please find enclosed Articles of Incorporation regarding the above captioned along with my check in the amount of \$122.50 for the filing fees.

Kindly file this corporation as soon as possible and forward back in the self addressed Federal Express envelope enclosed herein.

Your attention to this matter is greatly appreciated.

Very truly yours,

DARLENE SCHWEITZER-RAMRAS
DSR:1b
Enc.

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ARTICLES OF INCORPORATION

OF

MARK WIN, INC.

FILED
96 DEC 20 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the corporation shall be:

MARK WIN, INC.

Its business shall be carried out in Pembroke Pines, Florida and that such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors. Its principal place of business shall be 16283 NW 14 Court, Pembroke Pines, Florida 33028.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I

Any activity or business permitted under the law of the State of Florida and of the United States of America.

SECTION II

Whole sale automobiles.

SECTION III

In the purchase or acquisition of property, business rights or

franchise, or for additional working capital or for any other object in or about its business affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

This corporation shall have all the general powers, but no recitations, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stocks this corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than: One Hundred Dollars (\$100.00)

ARTICLE V

This corporation shall exist perpetually and is filed as a Sub-Chapter S Corporation.

ARTICLE VI

The principal place of business of this corporation shall be located in Pembroke Pines, Florida and it may have such other

places of business, both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VII

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

ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors of not less than 1 director(s), the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE IX

The name and post office address of the first board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are:

MARK FERTIG
16283 N.W. 14 Court
Pembroke Pines, Florida 33028

The offices to be held by the above named directors are as follows:

MARK FERTIG, President/Scty/Treasurer

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

MARK FERTIG	100 Shares
16283 N.W. 14 Court	
Pembroke Pines, Florida 33028	

ARTICLE XI

The street address of the initial registered office of this

corporation is 16283 N.W. 14 Court, Pembroke Pines, FL 33028

ARTICLE XII

The provisions of this Charter, and each and every article and section hereof, and by-laws of this corporation shall be considered a part of every contract, and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

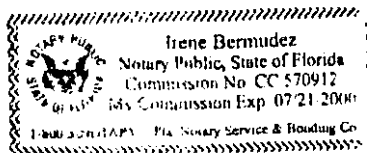
IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 17 day of December, 1996.

MARK ~~EERTIG~~

STATE OF FLORIDA>
COUNTY OF DADE >SS

Personally appeared before me, the undersigned authority, MARK FERTIG, to me well known to be the person described in the foregoing Articles of Incorporation and he acknowledged before me that he executed the same and subscribed to the same for the purpose herein expressed.

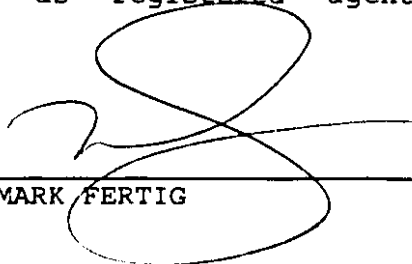
The foregoing Articles of Incorporation were acknowledged before me this 17 day of December, 1996, by MARK FERTIG who is personally known to me or who has produced FL. D.C. as identification and who did take an oath.



NOTARY PUBLIC, State of Florida

ACCEPTANCE OF RESIDENT AGENT

The undersigned registered agent of Mark Win, Inc., a Florida Corporation hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for the aforementioned corporation.



MARK FERTIG

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