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RTR_WORLD AUTO WHOUSALERS, INC. 97 JAN 15 AM 9: 36
7274 Lake Drive
Fort Myers, FL 33908
(941) 489-2566

RTR_WORLD AUTO WHOUSALERS, INC. 97 JAN 15 AM 9: 36
SECRETAIL OF STATE
TALLAHASSEE, FLORIDA

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 60002052326--6 -01/09/97--01052--001 ******70.00 ******70.00

Re: RAR WORLD AUT WHOLESILERS, FUC.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for ELKEN LIMITED CORPORATION, along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

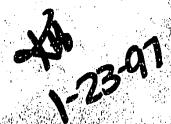
Thank You,

ELLIOT RUDICH

Enclosures

W97-971

509





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 15, 1997

ELLIOT RUDICH 7274 LAKE DRIVE FORT MYERS, FL 33908

SUBJECT: R & R WORLD AUTO WHOESALES, INC. Ref. Number: W9700000971

We have received your document for R & R WORLD AUTO WHOESALES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Letter Number: 497A00001973

Kathy Hyman **Document Specialist**

ARTICLES OF INCORPORTATION

OF

R&R WORLD AUTO WHOLESALES, INC. 97

JAN 15

AM 9: 36

TALLAHASSEE, FLORIDA

The name of this corporeation shall be R & R WORLD AUTO WHOLESALES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these articles of Incorporation by the Florida Department of state. This corporation's duration shall be perpetual.

ARTICLE III.

This corporation is being organized for the purpose of engaing in the transation of any and all business activities permitted under the law of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common Stock, with a par value of \$1.00 per share of common stock.

PREEMPTIVE RIGHTS ARTICLE V.

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain TransferRestrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be four (4). the number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

ELLIOT RUDICH 7274 Lake Drive Fort Myers, Florida 33908

ARTICLE VIII. IDEMNIFICATION

This corporation whall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 7274 Lake Drive, Fort Myers, Florida 33908.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: ELLIOT RUDICH.

ARTICLE X. INCORPORATOR

The name and address of the individuals who shall serve as this corporation's incorporator are: ELLIOT RUDICH, 7274 Lake Drive, Fort Myers, Florida 33908.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ELLIOT RUDICH - Incorporator

1-6-97

DATE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Action the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the state of Florida:

- 1. The name of the corporations is R & R WORLD AUTO WHOLESALES, INC.
- The name and address of the registered agent and office of the corporation is:
 ELLIOT RUDICH, 7274 Lake Drive, Fort Myers, Florida 33908.

D-4 . 1 /1 *		JAWUNRY		
Dated this	(a /i/ day of		2.20	1997
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R & R WORLD AUTO WHOLESALES, INC.

By:

ELLIOT RUDICH, President

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.