

P97000025477  
(SAMPLE LETTER OF TRANSMITTAL)

DATE

3/13/97

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

300002114709--E  
03/17/97--01037--005  
\*\*\*122.50 \*\*\*122.50

Re. Wholesale Auto Sales U.S.A., Inc.  
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Ray Livingston  
(Individual's Name)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 17 AM 11:31

Wholesale Auto Sales USA, Inc.  
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
2400 N. Federal Hwy.		
BOCA RATON FLA. 33487		
PHONE		
(407) 735-1774		
Area Code	Number	Ext.

3/21/97

ARTICLES OF INCORPORATION

Wholesale Auto Sales U.S.A. Inc.  
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Wholesale Auto Sales U.S.A. Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 7 AM 11:31

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	<u>7400 North Federal Hwy</u>		
CITY	<u>BOCA RATON</u>	FLORIDA	<u>FLA.</u> ZIP <u>33487</u>

Mailing address, if different

STREET ADDRESS	<u>7400 North Federal Hwy</u>		
CITY	<u>BOCA RATON</u>	FLORIDA	<u>FLA.</u> ZIP <u>33487</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>Ray Livingston</u>		
ADDRESS	<u>7400 North Federal Hwy</u>		
CITY	<u>BOCA RATON</u>	FLORIDA	<u>FLA.</u> ZIP <u>33487</u>

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Ray Livingston		
ADDRESS	2506 Pin Oak Ct.		
CITY	Palm Beach Gardens	STATE	FLA.
NAME	Steve Sasso	ZIP	33410
ADDRESS	7400 N. Federal Hwy.		
CITY	Boca Raton	STATE	FLA.
NAME		ZIP	33487
ADDRESS			
CITY		STATE	ZIP

**ARTICLE VIII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Ray Livingston		
ADDRESS	2506 Pin Oak ct.		
CITY	Palm Beach Gardens	STATE	FLA.
NAME	Steve Sasso	STATE	FLA.
ADDRESS	7400 N. Federal Hwy	STATE	FLA.
CITY	Boca Raton	STATE	FLA.
NAME		STATE	FLA.
ADDRESS		STATE	FLA.
CITY		STATE	FLA.

The undersigned incorporator(s) have signed these Articles of Incorporation as follows:

The undersigned incorporator(s) have executed these Articles of Incorporation this 13 day of March, 1997.

(Signature)

(Signature)

\_\_\_\_\_ (Signature)

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 17 AM 11:31

Whole Sale Auto Sales U.S.A. Inc.  
(name of corporation)

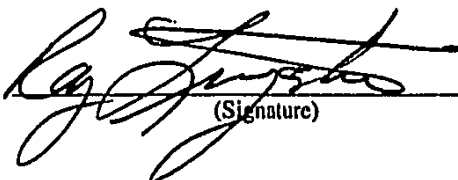
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 7400 N. Federal Hwy  
BOCA RATON FL 33487  
has named Ray Livingston

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

3/14/97  
(Date)