97 APR -8 AM 9: 43 SECRETARY OF STATE TALLAHASSEE, FLORIDA Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. EXOTIC ANS (NOCPSICE IN). (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Walk in Will wait Photocopy Mail out Certificate of Status AMENDMENTS: NEW FILINGS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Fictitious Name Limited Partnership Name Reservation Reinstatement

Examiner's Initials

Trademark Other

Articles of Incorporation

Of

FILED

EXOTIC CARS WHOLESALE, INC.

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The undersigned, desiring to form a Corporation for the purpose hereinafter stated, under SIAIE and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows ASSEE, FLORIDA

I. NAME

The name of the Corporation shall be Exotic Cars Wholesale, Inc.

II. BUSINESS AND POWERS

SECTION A:

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

SECTION B:

To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this state.

SECTION C:

To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION D:

To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be Two Million (2,000,000) shares of common stock having a par value of One Cent (\$0.01) per share. The consideration to be paid for each share of stock shall be fixed by the Directors of the Company.

IV. MINIMUM CAPITAL

This corporation shall have amount of capital with which this Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 7040 W. Palmetto Pk. Rd. # 2151, Boca Raton, Florida 33433.

VII. BOARD OF DIRECTORS

The number of Board Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

VIII. INCORPORATOR

The names and street address for the Subscriber of these Articles of Incorporation is as follows:

NAME:

ADDRESS:

Richard Weisman

7040 W Palmetto Pk. Rd. #2151 Boca Raton, FL 33433

IX. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Eric S. Glatter of Glatter & Platt, P.A., 1499 West Palmetto Park Road, Suite #300, Boca Raton, Florida 33486.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

X. AMENDMENT

The 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 at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

XI. EFFECTIVE DATE

The effective date of this corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of
Incorporation on this day of, A.D., 1997
Land
Inerporator - Richard Weisman

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, IN NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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In compliance with § 48.091, of the Florida Statutes, the following is submitted: that Yicking Lane Or SIATE TALLAHASSEE, FLORIDA Racing, Inc., desiring to organize under the Laws of the State of Florida, with its principal Office as indicated in the Articles of Incorporation at 2800 Sunrise Blvd, Suite 8E, Fort Lauderdale, Florida 33304, has named Eric S. Glatter, Esq. whose address is 1499 West Palmetto Park Road, Suite #300, Boca Raton 33486, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at a place designated in this Certificate, the undersigned agrees to act in the capacity, and agrees to comply with the provisions of the Florida Law.

Registered Agent Erio S. Glatter, Esquire

On Behalf Of

The Law Offices of GLATTER & PLATT, P.A. 1499 West Palmetto Park Road - Suite #300 Boca Raton, Florida 33486