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David E Ritt and Company
ACCOUNTANT
TAX ADVISOR * CONSULTANT

200 Lakewood Circle
Maitland, FL 32751

(407) 331-7083

APRIL 8, 1997

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Enclosed herewith, please find, signed and notarized
three (3) executed copies of the ARTICLES OF INCORPORATION
of: **AMERICAN - FOREIGN CARS INC.**

dated **APRIL 8, 1997** together with our check No. **7845**
for \$122.50 for the incorporation fee. This is to include
all documents.

Trusting this to be satisfactory.

Yours truly,

DAVID E RITT & COMPANY, INCORPORATED

Per: David E Ritt
DER/slm encl.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

American-Foreign Cars, Inc.

The undersigned subscribers to these ARTICLES OF INCORPORATION each a competent person to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE 1 NAME

The name of this corporation is: American-Foreign Cars, Inc.

ARTICLE 11 NATURE OF BUSINESS

The nature of business of this corporation is to deal in automobiles for re-sale for export, wholesale and retail. To act as consultant to the automotive trade. To deal in all manner of lawful merchandise. To invest and deal in the securities and obligations of public and private entities.

To acquire, by purchases or otherwise, lands or interest in lands, and to own, hold, improve and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, building or other structures with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any building or other structures, now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any lands or interest in any lands, in any buildings or other structures and any stores, shops, suites, rooms or part of any buildings or other structures at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned by the corporation.

To manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease, or otherwise manage or dispose of real and personal property, including franchises, patents, copyrights,

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To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

In addition to all the above expressly enumerated powers, the corporation may engage in any other activity or business permitted and authorized under the laws of the United States of America and the State of Florida.

ARTICLE 111 CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One million (1,000,000) shares of stock having a par value of One Dollar(\$1.00) Per share.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

Stockholders of this corporation may enter into written agreements subjecting the disposition or transfer of any or all stock of this corporation to reasonable restraints by sale, assignment, pledge will inter vivos gifts, or by any other method of transfer or encumbrance of said stock and may further provide for any reasonable limitation upon the transferability, assignment or pledge of said common stock. In the event that stockholders of this corporation, such stocks shall not be eligible for transfer on the books of this corporation unless and until all of the terms and conditions of such agreement are met.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI ADDRESS

The initial street and post office address of the principal office of this corporation in the State of Florida is:

Mailk Mailing address: P.O.Box 300151
Winter Springs, FL. 32730-0151

Office address: 2901 Old Winter Garden Road
Orlando, FL. 32805

ARTICLE VII DIRECTORS

ARTICLE V111 INITIAL DIRECTORS

This names and residence addresses of the members of the first Board of Directors are:

NAMES

ADDRESSES

Amin Nemeh Mailing address: P.O.Box 300151
 Winter Springs,FL. 32708-0151

 Office address: 2901 Old Winter Garden Road
 Orlando,FL. 32805

ARTICLE 1X OFFICERS

The names and residence addresses of the initial Officers of the corporation are as follows.

Amin Nemeh Mailing address: P.O.Box 300151
Winter Springs,FL. 32708-0151

Office Address: 2901 Old Winter Garden Road
Orlando,FL. 32805

ARTICLE X SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles of Incorporation are:

Amin Nemeh Mailing address: P.O.Box 300151
Winter Springs,FL. 32708-0151

ARTICLE X1 RESIDENT AGENT

Pursuant to Chapter 48.091 Florida State, the undersigned hereby
name:

Amin Nemeh
2901 Old Winter Garden Road
Orlando, FL. 32805



as its Resident Agent to accept service of process on behalf of the corporation within the state, and such person having been so named to

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF

Sworn to and subscribed before me
this 8 day of April 1997

By: 

who is personally known to me or who has produced identification

Sworn to and subscribed before me
this _____ day of _____ 19____

By: _____

who is personally known to me or who has produced identification

By: _____

who is personally known to me or who has produced identification

H. Drivers # N. 500-008-51-090-2

Eva L. Ritt

