

097000043277



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 392977 80945A

AUTHORIZATION *Patricia P. Piquet*

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 392977-005

100002179931--6

CUSTOMER NO: 80945A

CUSTOMER: Douglas E. Thompson, Esq  
DOUGLAS E. THOMPSON, ESQ

Suite 101  
4524 Gun Club Road  
West Palm Beach, FL 33415

DOMESTIC FILING

NAME: UAG WEST PALM BEACH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 15 PM 3:15

*5/15/97*

# ARTICLES OF INCORPORATION

OF

UAG WEST PALM BEACH, INC.

The undersigned subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

## ARTICLE I

The name of the corporation shall be:

UAG WEST PALM BEACH, INC.

and its principal office for the conduct of business shall be:

631 South Military Trail  
West Palm Beach, FL. 33415

The Board of Directors may from time to time move the principal office to any other address in Florida.

## ARTICLE II

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida; in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

## ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock at One Dollar (\$1.00) par value. Said capital stock shall be fully paid and nonassessable, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the by-laws of the corporation pertaining hereto, and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held. The amount of capital with which the corporation shall begin shall be the sum of One Hundred Dollars (\$100.00).

## ARTICLE IV

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders agreement entered into by all of the holders of any share or shares of the stock of this corporation at the time the stockholders agreement is executed.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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### ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on, and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the by-laws of this corporation within the time limitations prescribed by the law. The officers of this corporation shall be a President, Vice-President, Secretary, Treasurer, and any other officer as to the Board of Directors may seem expedient. Any two or more offices may be held by the same person.

### ARTICLE VI

The names and addresses of the Directors constituting the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
ROBERT H. NELSON	375 Park Avenue, 22nd Floor New York, NY 10152	Director/ President
NICHOLAS C. PROVENZO	551 South Military West Palm Beach, FL. 33415	Vice- President
PHILIP N. SMITH.	375 Park Avenue, 22nd Floor New York, NY 10152	Director/ Secretary
KARL H. WINTERS	375 Park Avenue, 22nd Floor New York, NY 10152	Director/ Treasurer

### ARTICLE VII

The name and street address of the corporation's initial registered agent is:

Douglas E. Thompson  
4524 Gun Club Road, Suite 101  
West Palm Beach, FL. 33415

### ARTICLE VIII

The name and address of the incorporator is as follows:

NICHOLAS C. PROVENZO      551 South Military  
West Palm Beach, FL. 33415

### ARTICLE IX

No contract, act or transaction of this corporation with any person or persons, firm, or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact

that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm, or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association, or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

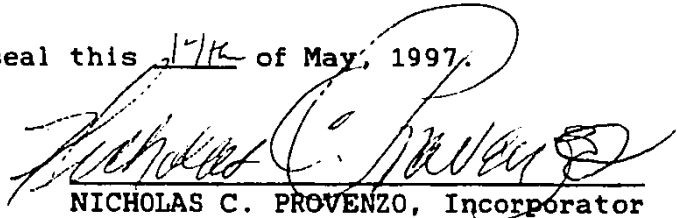
#### ARTICLE X

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XI

This corporation shall commence its existence on the date the charter for this corporation is approved by the Secretary of State.

Witness my hand and seal this 14<sup>th</sup> of May, 1997.

  
NICHOLAS C. PROVENZO, Incorporator

I hereby accept appointment as Registered Agent.

Witness my hand and seal this 14<sup>th</sup> day of May, 1997.


  
Douglas E. Thompson

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PALM BEACH )

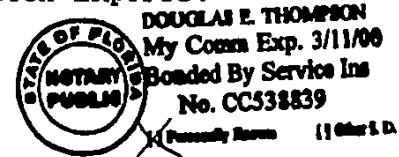
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally

appeared NICHOLAS C. PROVENZO, to me known to be the person described as subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14<sup>th</sup> day of May, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

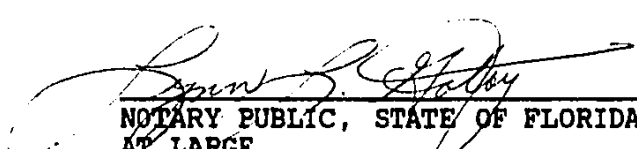
My Commission Expires:



STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared DOUGLAS E. THOMPSON, to me known to be the person described as Registered Agent of the above Corporation and who executed the same, and acknowledged before me that he accepted the office of Registered Agent.

WITNESS my hand and official seal in the County and State named above this 14<sup>th</sup> day of May, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 15 PM 3:15