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EFFECTIVE DATE
7-29-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: 653 NORTHEAST CORPORATION

AUDIT NUMBER.....H97000012536

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

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SUBJECT: 653 NORTHEAST CORPORATION
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ARTICLES OF INCORPORATION
OF
653 NORTHEAST CORPORATION

EFFECTIVE DATE

7-29-97

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is 653 NORTHEAST CORPORATION having its principal place of business at 653 N.E. 5 Avenue, Delray Beach, Florida 33483.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State including, but not limited to, automobile repairs.

ARTICLE IV

The corporation shall have the authority to issue one hundred (100) shares all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 345 W. Oakland Park Blvd., Fort Lauderdale, Florida 33311 and the name of its registered agent at said address is Tudzarov & Greenberg, P.A.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one, whose name is James A. Dugan. The initial officers of the Corporation are as follows:

Prepared By:
Louise E. Tudzarov
Tudzarov & Greenberg, P.A.
345 W. Oakland Park Blvd.
Fort Lauderdale, FL 33311
954-561-2709 / FBN. 836033

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James A. Dugan
President

900 N. Ocean Boulevard, #A
Pompano Beach, FL 33062

ARTICLE VII

The name and address of the incorporator is:

James A. Dugan

900 N. Ocean Boulevard, #A
Pompano Beach, FL 33062

ARTICLE VIII

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this Corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 20th day of July, 1997, which is the date of subscription and

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acknowledgement of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, the undersigned has made and subscribed of this Articles of Incorporation at Fort Lauderdale, Broward County, Florida on the 29th day of July, 1997.

Incorporator:

James A. Dugan
JAMES A. DUGAN

STATE OF FLORIDA

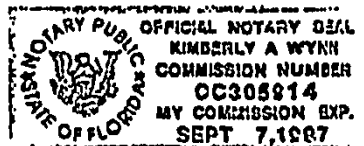
COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared James A. Dugan who is personally known to me to be the person and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal in the County and State aforesaid this 29th day of July, 1997.

Kimberly A. Wynn
NOTARY PUBLIC, STATE OF FLORIDA
Printed Name: Kimberly A. Wynn

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

First that 653 NORTHEAST CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Delray Beach, County of Palm Beach, State of Florida, has named Tudzarov & Greenberg, P.A. located at 345 W. Oakland Park Boulevard, Fort Lauderdale, Broward County, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

REGISTERED AGENT:

TUDZAROV & GREENBERG, P.A.

By: 

LOUISE E. TUDZAROV, President

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