

P97000067958

WOLFE, YOUNG, O'BAKER & COMPANY

Accountants & Tax Consultants

101 Sunnyside Road
Casselberry, Florida 32707

Ph # (407) 339-9000
Fax # (407) 339-4205

April 24, 1997

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

100002260631--2
-08/07/97--01060--019
*****70.00 *****70.00

Re: Gulf Stream Auto Brokers, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

Robert W. Wolfe
(Computer signed to avoid delay)

Robert W. Wolfe

RWW/bjs
Enclosures

cc: James H. Tenney

FILED
97 AUG -6 AM 11:30
TALLAHASSEE, FLORIDA

42677-17555
9N 8-6-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1997

ROBERT W. WOLFE
WOLFE, YOUNG, O'BAKER & COMPANY
101 SUNNYTOWN ROAD
CASSELBERRY, FL 32707

SUBJECT: GULF STREAM AUTO BROKERS, INC.
Ref. Number: W97000017555

We have received your document for GULF STREAM AUTO BROKERS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 697A00038893

Articles of Incorporation of Gulf Stream Auto Brokers, Inc.

Article I - Name

The name of the corporation is: Gulf Stream Auto Brokers, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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97 AUG -5 AM 11:30
TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 8725 Summerville Place, Orlando, Florida 32819, and the name of the initial registered agent of this corporation at that address is: James H. Tenney.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: James H. Tenney, 8725 Summerville Place, Orlando, Florida 32819.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: James H. Tenney, at 8725 Summerville Place, Orlando, Florida 32819.

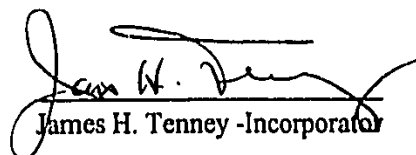
Article IX - Initial Officers

The names and addresses of initial officers shall be James H. Tenney, 8725 Summerville Place, Orlando, Florida 32819, President, Secretary and Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 25 day of April, A.D., 1997.


James H. Tenney - Incorporator

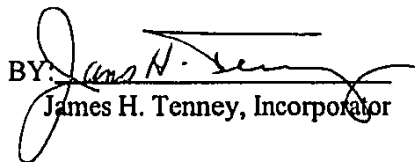
State of Florida
Department of State

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

The following is submitted in compliance with Section 48.091, Florida Statutes.

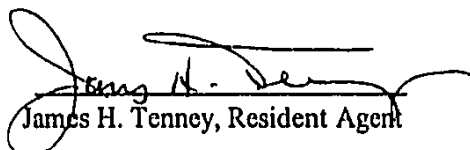
Gulf Stream Auto Brokers, Inc., a corporation organized under the laws of the State of Florida,
with its principal office at: 8725 Summerville Place, Orlando, Florida 32819, has named James
H. Tenney of 8725 Summerville Place, Orlando, Florida 32819, as its Agent to accept service of
process within this State.

Gulf Stream Auto Brokers, Inc.

BY: 
James H. Tenney, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

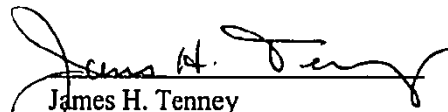

James H. Tenney, Resident Agent

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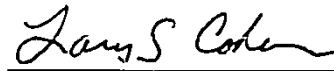
STATE of FLORIDA
COUNTY OF Orange:

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97 AUG -6 11 11:30
SECRET
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, James H. Tenney, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


James H. Tenney

SWORN and SUBSCRIBED to before me this 25 day of April, A.D., 1997.


Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P.Seal)



Orange County

8/06/97

P97000067959

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:36 AM

((H97000012852 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TRANS-WORLD DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000012852

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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NUM

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BM 8/6/97

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(6)

ARTICLES OF INCORPORATION
OF
TRANS-WORLD DISTRIBUTORS, INC.

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is TRANS-WORLD DISTRIBUTORS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of Directors. The initial capitalization of the corporation shall be in the sum of \$ 500.00.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on date of filing and shall exist perpetually thereafter unless sooner dissolved according to law.

H 97000012852

Page 1

(305) 446.2611

Filed by: GONZALO PEREZ, JR., P.A., Gonzalo Perez, Jr., Esq. FL BAR # 0858463
2151 Le Jeune Road, Mezzanine Floor, Coral Gables, FL 33134

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 7081 SW 47th Street, Miami, FL 33155 and the name of the initial registered agent of this corporation is Gonzalo Perez, Jr. whose address is 2151 Le Jeune Road, Mezzanine Floor, Coral Gables, FL 33134.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director(s) of this corporation is/are:

Humberto Perez
7081 SW 47th Street
Miami, FL 33155

Elizabeth Bangochea
7081 SW 47th Street
Miami, FL 33155

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Gonzalo Perez, Jr.
2151 Le Jeune Road
Mezzanine Floor
Coral Gables, FL 33134

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ARTICLE X - INDEMNIFICATION

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

H 97000012852

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Filed By: GONZALO PEREZ, JR., P.A., Gonzalo Perez, Jr., Esq. FL BAR # 0858463
2151 Le Jeune Road, Marzanine Floor, Coral Gables, FL 33134

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ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of August, 1997. ,

SUBSCRIBER:

GONZALO PEREZ JR.

STATE OF FLORIDA)
COUNTY OF DADE)

BS

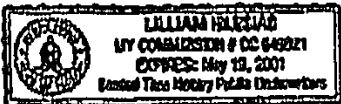
BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared GONZALO PEREZ, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of August, 1997.

Name:

**NOTARY PUBLIC,
STATE OF FLORIDA**

My Commission Expires:



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TRANS-WORLD DISTRIBUTORS, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: TRANS-WORLD DISTRIBUTORS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED GONZALO PEREZ, JR. LOCATED AT 2151 Le Jeune Road, Mezzanine Floor, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

GONZALO PEREZ, JR.

TITLE INCORPORATOR

DATE AUGUST 4, 1997

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

GONZALO PEREZ, JR.

DATE AUGUST 4, 1997

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