

P.97000073155



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 505778 80992A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 22, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 505778-005

CUSTOMER NO: 80992A

CUSTOMER: Lewis G. Gordon, Esq
LEWIS G. GORDON, ESQ

Suite 700
1320 South Dixie Highway
Coral Gables, FL 33146

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-08/22/97--01055--024
****122.50 ****122.50

DOMESTIC FILING

NAME: MIAMI PARTNERS, 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: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
97 AUG 22 PM 3:10
TALLAHASSEE, FLORIDA
STATE
DIVISION OF CORPORATION
97 AUG 22 PM 12:25
FILED

SN AUG 22 1997

EFFECTIVE DATE
8/19/97

FILED

97 AUG 22 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MIAMI PARTNERS, INC.,

The undersigned subscriber (s) of these Articles of Incorporation, each natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: MIAMI PARTNERS, INC.,

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of allowing it to engage in any facet of business, and in general, to carry on any other legal business whatsoever under the laws of the United States and the State of Florida.

ARTICLE III - GENERAL STOCK

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

NUMBER OF SHARES

PAR VALUE

100

\$1.00

RECEIVED
97 AUG 22 PM 12:21
CLERK OF CORPORATION

ARTICLE IV - TERM OF DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V- CORPORATION'S ADDRESS

The initial address of the principal office of this corporation in the State of Florida shall be as follows: 1320 So. Dixie Highway, Suite 700, Coral Gables, Florida. The Board of Director (s) may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any place within and without the United States.

ARTICLE VI - NUMBER OF DIRECTOR (s)

This corporation shall have two directors initially. The number of director (s) may be increased or diminished from time to time by the laws adopted by the stockholder (s) but shall never be less than one (1).

ARTICLE VII - INITIAL BOARD OF DIRECTOR (s)

The names and post office address (es) of the first Board of Director (s) who subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations existence or until their successor (s) are elected and have qualified. These Director (s) and address (es) are:

<u>NAME OF DIRECTOR (s)</u>	<u>ADDRESS (es)</u>
Lewis G. Gordon	1320 So. Dixie Highway, #700
Clifford Castanares	Coral Gables, FI 33146
Neal Klein	12120 N.E. 6 Avenue, #4
Elaine Gelch	No. Miami, FI 33161
	801 N.W. 99 Avenue
	Plantation, FI 33324
	7702 N.W. 86 Way
	Tamarac, FL 33321

ARTICLE VIII-INCORPORATOR

The name and address of the person(s) signing these Articles is: Lewis G. Gordon,
1320 So. Dixie Highway, Suite 700, Coral Gables, FI 33146.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Director (s) proposed by them to the stockholder (s) and approved at a stockholder (s) meeting by the majority of the stock entitled to vote thereon.

ARTICLE X- DESIGNATION OF REGISTERED AGENT

The following person is hereby named as Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at the below registered address:

REGISTERED AGENT

ADDRESS

Lewis G. Gordon

1320 So. Dixie Highway, #700
Coral Gables, FI 33146

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the following corporation: Nationwide Motors, Inc., at the place designated in these articles. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


LEWIS G. GORDON
REGISTERED AGENT

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JUL 22 PM 3:11
STATE
SECRETARY OF FLORIDA

ARTICLE XI-BY LAWS

The power to adopt, alter, amend, or appeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII -INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 19th day of AUG, 1997.

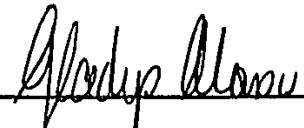

NAME: LEWIS G. GORDON

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized to administer oaths and take acknowledgments personally appeared LEWIS G. GORDON known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed to and executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was taken.

WITNESS, my hand and official seal in the County and State last aforesaid this 19th day of Aug, 1997.


Notary Public

My Commission Expires:

