

P98000002067

FILING COVER SHEET

FILED  
98 JAN -8 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE: 0169.1337

DATE: 1-8-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Auto Center USA of Delray, Inc

900002394379  
-01/08/98-01064-029  
\*\*\*122.50 \*\*\*122.5

STATE FEES PREPAID WITH CHECK # 9157 FOR \$ 122.50

PLEASE FILE:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT           | <input type="checkbox"/> DISSOLUTION   | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> QUALIFICATION               | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |  |
| <input type="checkbox"/> FICTITIOUS NAME             | <input type="checkbox"/> LIMITED LIABILITY   | <input type="checkbox"/> REINSTATEMENT |  |
| <input type="checkbox"/> UCC-1                       | <input type="checkbox"/> UCC-3               |  |  |

RECEIVED  
98 JAN -8 PM 2:42  
DIVISION OF CORPORATION

PROVIDE US WITH:

- |  |  |                                       |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
|--|--|---------------------------------------|

Examiner's Initials

K. Rolfe JAN 8 1998

ARTICLES OF INCORPORATION  
OF  
AUTO CENTER USA OF DELRAY, INC.

FILED  
98 JAN -8 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name and principal address of the corporation is AUTO CENTER USA OF DELRAY, INC., at 401 S. E. 5th Avenue, Delray Beach, FL 33483.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

#### ARTICLE FOUR

##### CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is five thousand (5,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

#### ARTICLE FIVE

##### PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE SIX

##### REGISTERED OFFICE

The street address of the initial registered office of the corporation is 125 North 46 Avenue, Hollywood, Florida 33021, and the name of the initial registered agent is at such address is Bruce M. Gottlieb.

#### ARTICLE SEVEN

##### DIRECTORS

The Board of Directors of the Corporation shall consist of one (1). The number of directors is to be set by the shareholders at a meeting called for that purpose.

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

Bruce M. Gottlieb

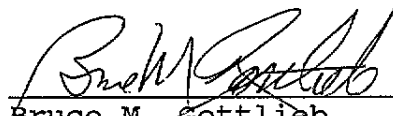
125 North 46th Avenue  
Hollywood, FL 33021

FILED  
98 JAN -8 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have subscribed my name, on this

1st day of January, 1998.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Bruce M. Gottlieb  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of January, 1998, by Bruce M. Gottlieb, who is personally known to me or has produced N.A. as identification and did take an oath.

  
\_\_\_\_\_  
Notary Public JOAN RICHARDSON  
My Commission Expires:

