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Charter Number Only

4/29/98 Isak

Isak Warner

Requestor's Name  
10270 S.W. 19 Street

Address  
Miami, FL 33165

City State ZIP Phone  
554-6083A

VALIDATION ONLY

FILED  
98 MAY -7 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600002507306--9  
-05/01/98-01010-012  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Auto Show Case, Inc.

RECEIVED  
98 MAY -1 AM 9:22  
DIVISION OF CORPORATION

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> Profit      | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit              | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership    | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation            | <input type="checkbox"/> Certified Copy     | <input type="checkbox"/> Photo Copies               |
| <input type="checkbox"/> Certificate Under Seal | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> After 4:30             | <input type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait                  |
| <input type="checkbox"/> Mail Out               | <input checked="" type="checkbox"/> Pick Up |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

K. Rolfe MAY 01 1998  
W98-9822

K. Rolfe MAY 07 1998

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

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98 MAY -7 AM 9:25  
DIVISION OF CORPORATION

May 1, 1998

EMPIRE

MIAMI, FL

SUBJECT: AUTO SHOW CASE, INC.  
Ref. Number: W98000009822

We have received your document for AUTO SHOW CASE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 298A00024006

ARTICLES OF INCORPORATION  
OF  
MIAMI AUTO SHOW CASE, INC.  
A FLORIDA CORPORATION

FILED  
98 MAY -7 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I - CORPORATE NAME: The name of the Corporation is:

MIAMI AUTO SHOW CASE, INC.

ARTICLE II - NATURE OF CORPORATE BUSINESS:

To operate any or all activities or business permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III- CAPITAL STOCK:

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of stock having a \$1.00 par value, which shall be designated as "COMMON SHARES".

ARTICLE IV - PREEMPTIVE RIGHTS:

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V - EXISTENCE:

The Corporation shall have a perpetual existence, unless sooner dissolved according to Law.

ARTICLE VI - INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE, AND  
INITIAL BUSINESS ADDRESS:

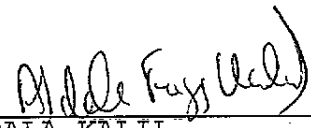
The Corporation's initial Registered Agent in the State of Florida is: ABDALA KALIL.

The Corporation's initial Registered Office and initial business address in the State of Florida is: 6721 NW 36<sup>th</sup> AVENUE, MIAMI, FL. 33147.

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

ACKNOWLEDGEMENT AND CONSENT  
OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto in pursuance of Chapter 48.091 of the Florida Statutes.

  
ABDALA KALIL

ARTICLE VII- INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors of the Corporation is/are TWO (2). The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one or more than ten.

ARTICLE VIII-INITIAL DIRECTOR(S) AND OFFICER(S):

The name(s) and address(ess) of the initial Board of Director(s) is/are:

ABDALA KALIL - DIRECTOR AND PRESIDENT  
1150 BISCAYNE POINT ROAD  
MIAMI BEACH, FL. 33141

AHMAD KHALIL - DIRECTOR AND SECRETARY  
1150 BISCAYNE POINT ROAD  
MIAMI BEACH, FL. 33141

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS(S):

At all elections of Director(s) of this Corporation, each shareholder(s) shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Director(s) with respect to his or her shares of stock multiplied by the number of Director(s) to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE X - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation is:

ABDALA KALIL  
1150 BISCAYNE POINT ROAD  
MIAMI BEACH, FL. 33141

ARTICLE XI - AMENDMENT OF ARTICLES:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK:

Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) in the amount(s) set opposite their name(s):

ABDALA KALIL - 50%  
AHMAD KHALIL - 50%

Shares held by the initial shareholders listed above may not be resold to other persons unless such shares are

first offered to the remaining shareholder(s) or to the Corporation. The same principle will apply with respect to any other shareholder(s) the Corporation may add during the term of its existence.

#### ARTICLE XIII-CALLING OF SPECIAL MEETING:

Special meeting(s) of shareholders may be called by Certified Mail, Return-Receipt Requested, given five (5) days written notice. Shareholders may participate in special meetings by means of telephone conference as provided by Law. The shareholders may also take any action(s) by written consent without a meeting as provided by Law.

#### ARTICLE XIV -SHAREHOLDERS QUORUM AND VOTING:

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XV -MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

#### ARTICLE XVI -POWERS:

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XVII -DIVIDENDS:

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

#### ARTICLE XVIII -INDEMNIFICATION:

The Corporation shall indemnify any Officer or Director, or any former Officer and Director, to the full extent permitted by Law.

#### ARTICLE XIX -CONFLICT OF INTEREST:

No Contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other Corpora-

tion, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual(s) contracting with this Corporation.

ARTICLE XX -NOTICE:

Any notice required herein shall be by Certified Mail, Return-Receipt Requested, or hand delivered to the stockholders to the name and address of the initial Registered Office and Agent.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation, this 20<sup>th</sup> day of April, 1998.

*Abdala Kalil*

ABDALA KALIL  
INCORPORATOR

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

BEFORE ME, the undersigned authority duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared ABDALA KALIL, known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in Miami, Dade County, State of Florida, this 20<sup>th</sup> day of April, 1998.

NOTARY PUBLIC

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TALLAHASSEE, FLORIDA