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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: AUTO MIAMI, INC.
AUDIT NUMBER.....H98000008800
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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**ARTICLES OF INCORPORATION
OF
CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is: AUTO MIAMI, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 3300 Rice Street, #6, Coconut Grove, Fla. 33133 and the name of its initial registered agent at such address, Jack D. Wolf.

Prepared by:
Martin M. Dernis, Esq.
2701 SW LeJeune Rd.
Suite 410
Coral Gables, Fla. 33134
305-445-1122
Bar # 019230

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**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Jack D. Wolf	3300 Rice Street #6 Coconut Grove, Fla. 33133

**ARTICLE SEVEN
INCORPORATORS**

The name and address of each incorporator is:

Name	Address
Jack D. Wolf	3300 Rice Street #6 Coconut Grove, Fla. 33133

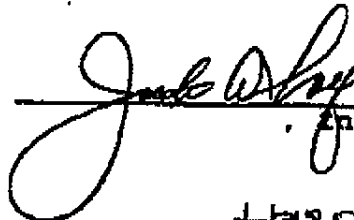
**ARTICLE EIGHT
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE NINE
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHERETO, I, Jack D. Wolf, being the incorporator of this corporation, make and file these articles of incorporation this 9th day May 1998.



Incorporator

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

IN COMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT AUTO MIAMI, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT:

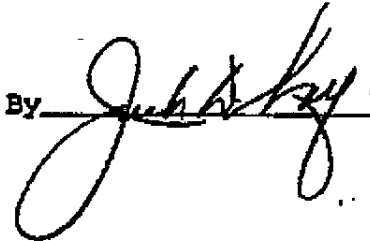
3300 Rice Street, #6, Coconut Grove, Fla. 33133

HAS NAMED Jack D. Wolf
PROCESS WITHIN FLORIDA.

AS ITS AGENT TO ACCEPT SERVICES OF


Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE 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.

By 

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