

P98000044844

LEE MILICH, P.A.  
ATTORNEY AT LAW  
11900 BISCAYNE BOULEVARD  
SUITE 809  
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May 13, 1998

500002525675--6  
-05/15/98-D1082-021  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32304

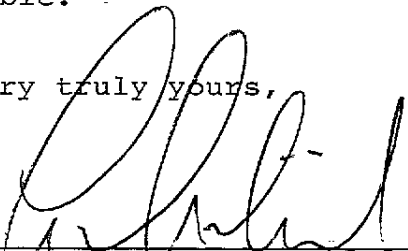
RE: STEVEN KESSLER MOTOR CARS S.F., INC.

Gentlemen:

Enclosed in duplicate are Articles of Incorporation for the above-captioned new corporation, together with check in the sum of \$122.50.

Please return a certified copy of the Articles to the undersigned as soon as possible.

Very truly yours,

  
LEE MILICH

EFFECTIVE DATE

5-13-98

LM/lr  
encl.

98 MAY 15 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

QW5-19-98

EFFECTIVE DATE

5-13-98

ARTICLES OF INCORPORATION  
OF  
STEVEN KESSLER MOTOR CARS S.F., INC.

ARTICLE I  
NAME

The name of this corporation shall be:

STEVEN KESSLER MOTOR CARS S.F., INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II  
DURATION

This corporation shall commence its existence on the date of execution and acknowledgement of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business under the laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of non par value common stock, which shall be designated as "Common Shares".

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11900 Biscayne Blvd., Suite 809, North Miami,

FL 33181, and the initial registered agent at that address is LEE MILICH.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors are: STEVEN KESSLER, 19601 East Country Club Drive, Aventura, FL 33180, and CLIFFORD FELDSTEIN, 30 West 63rd Street, #12L, New York, NY 10023.

ARTICLE VII  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is c/o Lee Milich, P.A., 11900 Biscayne Blvd., Suite 809, North Miami, FL 33181.

ARTICLE VIII  
INCORPORATOR

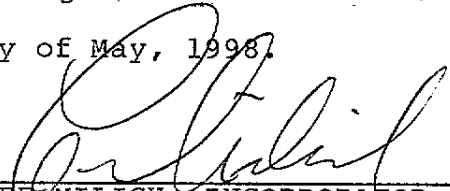
The name and address of the person signing these Articles of Incorporation is LEE MILICH, 11900 Biscayne Blvd., Suite 809, North Miami, FL 33181.

ARTICLE IX  
INDEMNIFICATION

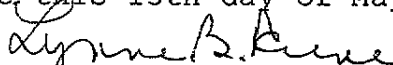
The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by

law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of May, 1998.

  
LEE MILICH, INCORPORATOR

Sworn to and subscribed before me this 13th day of May, 1998.

  
NOTARY PUBLIC, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL  
LYNNE B REEVE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC673948  
MY COMMISSION EXP. AUG. 21, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 13th day of May, 1998.

  
LEE MILICH, REGISTERED AGENT

EFFECTIVE DATE

5-13-98

FILED  
98 MAY 15 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA