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Peter Harris

TELEPHONE
941-953-5939

FLORIDA INTERNATIONAL GROUP

2198 PRINCETON ST

SARASOTA

FL 34237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 7:45

EFFECTIVE DATE
6-8-98

6-19
WS

ARTICLES OF INCORPORATION

OF

PORTMAN CARS USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 7:16

We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be *PORTMAN CARS USA, INC.*

EFFECTIVE DATE

6-8-98

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business under the laws of the United States and The State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2198 Princeton Street, Sarasota, Florida 34237. The name of the initial registered agent of this Corporation at that address is

Peter Harris. The corporate mailing address shall be the same.

ARTICLE VII - NUMBER OF DIRECTORS / OFFICERS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

NAME, TITLE, ADDRESS OF BOARD OF DIRECTORS

The name, title and street addresses of the members of the first Board of Directors are as follows:

Roy Collins - 57 Palace View, Shirley Croydon, England CR0 8QY

Paul Datchmere - 214 South Dixie Hwy, Hollywood, FL 33020

ARTICLE IX - INCORPORATORS

The name and addresses of the initial subscribers signing these Articles are as follows:

Roy Collins - 57 Palace View, Shirley Croydon, England CR0 8QY

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following company in the amounts set opposite their names:

PORTMAN CARS - 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

In Witness Whereof, we have hereunto subscribed our names and affixed our seals to these
Articles of Incorporation,

on the 8th day of June 1998

ARTICLES OF INCORPORATION

PORTMAN CARS USA, INC.

STATE OF FLORIDA

COUNTY OF SARASOTA

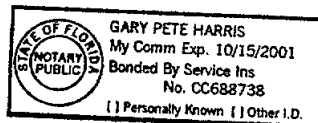
Before Me, the undersigned authority, personally appeared **Roy Collins**, who being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

Witness my hand and official seal in the above named County and State

this 8th day of June 1998



Roy Collins



NOTARY PUBLIC



MY COMMISSION EXPIRES

ARTICLES OF INCORPORATION

PORTMAN CARS USA, INC.

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

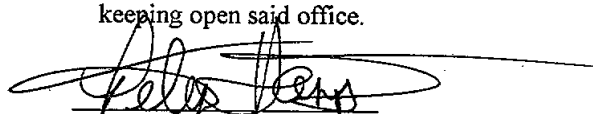
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

PORTMAN CARS USA, INC.

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named Claudia Schwab as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Peter Harris

Agent of Process

Signed the 8th day of June 1998

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