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GERALD WEINBERG, P.C.  
Attorneys at Law  
90 State Street  
Albany, New York 12207

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 15 AM 11:17

Gerald Weinberg  
Lawrence A. Kirsch

Telephone (800) 342-9856  
Fax (800) 354-3381

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

JULY 14, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: EXCLUSIVE AUTO INTERNATIONAL INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*

Lawrence A. Kirsch

D. BROWN JUL 17 1998

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## ARTICLES OF INCORPORATION

### EXCLUSIVE AUTO INTERNATIONAL INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I NAME

The name of the corporation is EXCLUSIVE AUTO INTERNATIONAL INC.

#### ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

#### ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

#### ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Shawn McGovern  
559 Lakeshore  
Beaconsfield, Quebec, Canada H9W 4K5

#### ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

c/o Follick & Bessich, Esqs.  
33 Walt Whitman Road  
Suite 204  
Huntington Station, New York 11746

#### ARTICLE VII REGISTERED AGENT

The name and address of the Registered Agent:

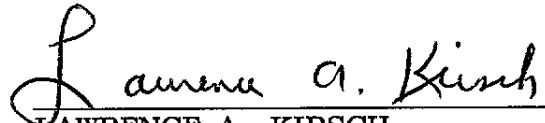
Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

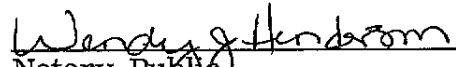
Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of July, 1998.

  
\_\_\_\_\_  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this 14th day of July, 1998 by the incorporator of EXCLUSIVE AUTO INTERNATIONAL INC.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:  
WENDY J. HENDERSON  
Notary Public, State of New York  
No. 01HE5031008  
Qualified in Albany County  
Commission Expires July 25, 1998

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a corporation registered  
in this state, having a business office identical with the  
registered office of the corporation named below, and having  
been designated as the Registered Agent in the above and  
foregoing Articles of Incorporation of:

EXCLUSIVE AUTO INTERNATIONAL INC.

is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

By: \_\_\_\_\_

*Kimberly Andras*  
Kimberly Andras  
Assistant Vice President for  
Corporation Service Company