



ACCOUNT NO. : 072100000032

REFERENCE : 955339 8766A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizuto

ORDER DATE : September 9, 1998

ORDER TIME : 1:14 PM

ORDER NO. : 955339-005

CUSTOMER NO: 8766A

000002635590--9

CUSTOMER: Lori Miller, Legal Asst
LENOFF AND LENOFF, P.A.

Suite 405
1761 West Hillsboro Boulevard
Deerfield Beach, FL 33442

DOMESTIC FILING

NAME: WINDTREE AUTO SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -9 PM 3:47

RECEIVED
98 SEP -9 PM 1:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TAMMASEE, FL 33442

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP -9 PM 3:47

ARTICLES OF INCORPORATION
OF
WINDTREE AUTO SALES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME:

The name of the corporation shall be Windtree Auto Sales, Inc.

ARTICLE II - ADDRESS:

The principal mailing address and principal address of the corporation shall be 4100 N. Powerline road, Suite Y3, Pompano Beach, Florida 33073.

ARTICLE III - PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are purchase and sale of real estate and any and all lawful acts that can be performed by a Florida corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1000) shares of common stock, having a nominal or par value of Fifty Cents (\$.50) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than Fifty Cents (\$.50).

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and Registered Office for the corporation shall be Jacob Benhamou, 4100 N. Powerline Road, Suite Y3, Pompano Beach, Florida 33073, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII - DIRECTORS AND OFFICERS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the By-Laws. The names and street

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addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are: (1) Jacob Benhamou, (2) Leslie Frankel and (3) Neil S. Frankel. The address for all three persons is 4100 N. Powerline road, Suite Y3, Pompano Beach, Florida 33073.

ARTICLE VIII - SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: Jacob Benhamou, 4100 N. Powerline Road, Suite Y3, Pompano Beach, Florida 33073.

ARTICLE IX - SPECIAL PROVISIO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or after such meeting, all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this Corporation, if at any time prior to, during or after such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws for that vote.

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Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE X - INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, to the extent permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII - TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XIII - SHAREHOLDER'S AGREEMENT

The shareholders of this Corporation shall be permitted to enter into a Shareholder's Agreement, and in the event that such Agreement is entered into, it shall have all force and effect as provided in the agreement, and as permitted under Florida law.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner and with the notice required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

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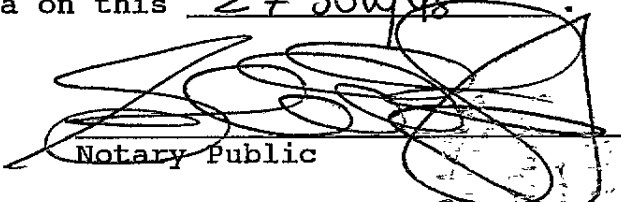
at Deerfield Beach, Broward County, Florida this 27 July 98.


Jacob Benhamou

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared Jacob Benhamou personally known to me/identification presented: Florida Driver's License No. B550 420 64 4610 who executed the foregoing Articles of Incorporation of Windtree Investments, Inc., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida on this 27 July 98.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
STEVEN LENOFF
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC746388
MY COMMISSION EXP. MAY 28, 2002

JB.

CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -9 PM 3:47

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of:

Windtree Auto Sales, Inc.

and agree to serve as its agent to accept service to process within
this State at its Registered Office.



Jacob Benhamon
4100 N. Powerline Road, Suite Y3
Pompano Beach, FL 33073

27 July 98
Date