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ALSO ADMITTED IN

Jose M. Sosa +

Paul Volcy *

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* of counsel, Bflo, N.Y.

February 8th, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

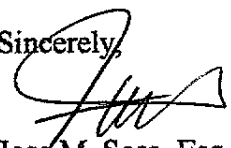
Re: Bel-Air Motors of the Palm Beaches, Inc.

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-02/11/99--01058--002
*****122.50 *****78.75


Dear Madam/Sir:

Enclosed is an original and one copy of the articles of incorporation and a Declaration and Acceptance of Registered Agent for a Florida Corporation. Also enclose is a check for the requisite fees. Please forward copy of the recorded articles as soon as same is processed. Thank You.

Sincerely,


Jose M. Sosa, Esq.
Cc: P. Werner
/tt

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99 FEB 11 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 12 1999


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BEL-AIR MOTORS OF THE PALM BEACHES INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Bel-Air Motors of the Palm Beaches Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 1580 Tamarack Way, Wellington, Fl 33414.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.


The name and address of the initial registered agent is Peter Werner , 1580 Tamarack Way, Wellington, Fl 33414.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation is Peter Werner, 1580 Tamarack Way, Wellington, Fl 33414.

OPTIONAL PROVISIONS.

The undersigned (has) (have) executed these articles of incorporation JH day of February 1999.



PETER WERNER
PRESIDENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is BEL-AIR Motors of the Palm Beaches, Inc.
2. The name of the registered agent is PETER WERNER.
3. The address of the registered agent/registered office is 1580 TAMARACK WAY, WELLINGTON, FL 33414.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


PETER WERNER

Date: 2/8/99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA