

WOLFE, YOUNG, O'BAKER & COMPANY Accountants & Tax Consultants

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 11:12

March 22, 1999

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

200002821392--2

-03/23/99-01041-001

*****70.00 *****70.00

Re: Rudi's B.M.W. and Mercedes, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

Robert W. Wolfe

(computer signed in order to avoid delay)

Robert W. Wolfe

RWW/aln

Enclosure

cc: Rudi Vuckovic

WYO

B. BROWN APR - 1 1999

Articles of Incorporation
of
RUDI'S B.M.W. AND
MERCEDES, INC.

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DIVISION OF CORPORATIONS
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Article I - Name

The name of the corporation is: Rudi's B.M.W. and Mercedes, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 661 W. Fairbanks Ave., Winter Park, FL 32789, and the name of the initial registered agent of this corporation at that address is: Rudi Vuckovic.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Rudi Vuckovic, 661 W. Fairbanks Ave., Winter Park, FL 32789.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Rudi Vuckovic, at 661 W. Fairbanks Ave., Winter Park, FL 32789.


Article IX - Initial Officers

The names and addresses of initial officers shall be Rudi Vuckovic, 661 W. Fairbanks Ave., Winter Park, FL 32789, President, Secretary and Treasurer.

Article X - By-Laws

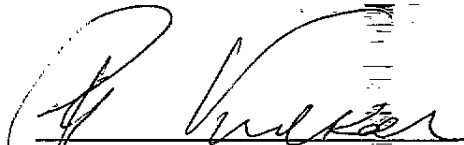
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 24 day of March, A.D., 1999.

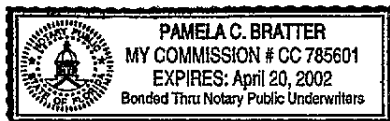

Rudi Vuckovic -Incorporator

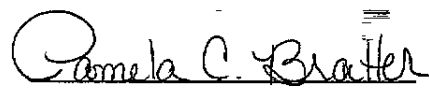
STATE of FLORIDA
COUNTY OF Orange:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Rudi Vuckovic, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


Rudi Vuckovic

SWORN and SUBSCRIBED to before me this 24 day of March, A.D., 1999.




Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P.Seal)

State of Florida
Department of State

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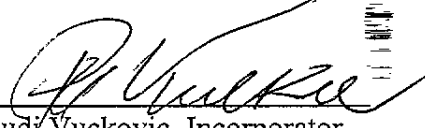
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

Rudi's B.M.W. and Mercedes, Inc., a corporation organized under the laws of the State of
Florida, with its principal office at: 661 W. Fairbanks Ave., Winter Park, FL 32789, has named
Rudi Vuckovic of 661 W. Fairbanks Ave., Winter Park, FL 32789, as its Agent to accept service
of process within this State.

Rudi's B.M.W. and Mercedes, Inc.

BY:


Rudi Vuckovic, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Rudi Vuckovic, Resident Agent