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Howard Helfer
Can-Am Auto Sales, Inc.
261 Jardin Lane
Weston, FL 33327
(954)474-8500

April 10, 1999

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Can-Am Auto Sales, Inc.

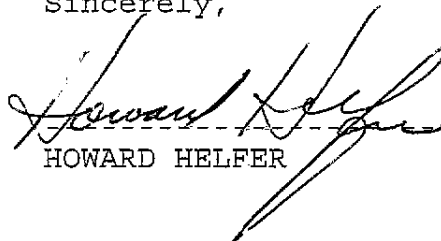
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****122.50 *****78.75

Dear Sir/Madam:

I am enclosing the original Articles of Incorporation of Can-Am Auto Sales, Inc. together with a check in the amount of \$122.50 representing filing fees therefore.

Thank you for your cooperation and assistance.

Sincerely,


HOWARD HELFER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

CAN-AM AUTO SALES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

99 APR 19 AM 11:25

The undersigned subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby forms and associates to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

CAN-AM AUTO SALES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the object and purpose to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

(a) To sell automobiles.

(b) To do any and all things necessary, proper or convenient for or incident to the furtherance of the powers and purposes herein mentioned.

(c) To exercise any power and authority and to engage in any business activity which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is ONE THOUSAND (1,000) shares at \$1.00 par value.

ARTICLE IV.

The amount of the capital with which this corporation shall begin business is not less than ONE THOUSAND and no/100 DOLLARS (\$1,000.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The street address of the initial registered office of this corporation 2561 Jardin Lane, Weston, FL 33327 and the name of the initial registered agent of this corporation at that address is HOWARD HELFER.

ARTICLE VII.

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

HOWARD HELFER 100 SHARES
2561 JARDIN LANE
WESTON, Florida 33327

ARTICLE VIII.

The name and post office address of the officer who shall hold office for the first year of the corporation's existence, or until the successors are elected and qualified, and the office they shall hold, is as follows:

President/:	Howard Helfer
Secretary	2561 Jardin Lane
	Weston, FL 33327

ARTICLE IX.

The name and post office address of the subscriber of these Articles of Incorporation and a statement of the number of shares of stock which he agrees to take is as follows:

Howard Helfer
2651 Jardin Lane
Weston, Florida 33327

100 Shares

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this _____ day of April, 1999.


HOWARD HELFER

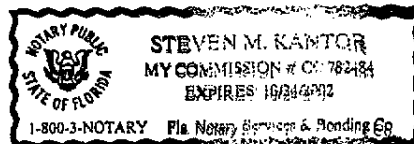
STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared HOWARD HELFER before me well-known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of April, 1999.


Notary Public

My commission Expires:



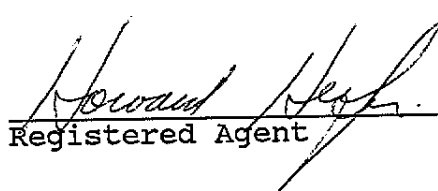
CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That Can-Am Auto Sales, Inc. desiring to organize or qualify
under the laws of the State of Florida, with its
principal place of business at 2561 Jardin Lane, Weston, FL
33327, has named HOWARD HELFER located At the foregoing address,
as its agent to accept service of process within Florida.

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 I
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.

Dated: April ____ 1999.



Registered Agent

99 APR 19 AM 11:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS