



THE UNITED STATES  
CORPORATION  
COMPANY

P9900039857

FILED

99 MAY -3 PM 3:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 226125 10770A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyjute*

ORDER DATE : May 3, 1999

ORDER TIME : 1:14 PM

ORDER NO. : 226125-005

500002860505--8

CUSTOMER NO: 10770A

CUSTOMER: Reed McClosky, Esq  
FREEDMAN & MCCLOSKEY P.A.  
FREEDMAN & MCCLOSKEY P.A.  
Suite 700  
1 East Broward Boulevard  
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: AUTO BROKERS & 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: Janna Wilson

EXAMINER'S INITIALS:

*PH 5/3/99*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAY -3 PM 2:30

RECEIVED

ARTICLES OF INCORPORATION  
OF  
AUTO BROKERS & SALES, INC.

FILED  
99 MAY -3 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

Auto Brokers & Sales, Inc.  
c/o Freedman & McClosky, P.A.  
One East Broward Boulevard  
Suite 700  
Ft. Lauderdale, FL 33301

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one hundred shares of common stock with no par value.

#### ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Reed B. McClosky, Esq.  
Freedman & McClosky, P.A  
One East Broward Blvd., Suite 700  
Ft. Lauderdale, FL 33301

#### ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be two (2), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
John Avino	c/o Freedman & McClosky, P.A One East Broward Boulevard Suite 700 Ft. Lauderdale, FL 33301
Joe Avino	c/o Freedman & McClosky, P.A One East Broward Boulevard Suite 700 Ft. Lauderdale, FL 33301

#### ARTICLE VII

The name and address of the incorporator is:

Reed B. McClosky, Esq.  
Freedman & McClosky, P.A  
One East Broward Blvd., Suite 700  
Ft. Lauderdale, FL 33301

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

ARTICLE IX

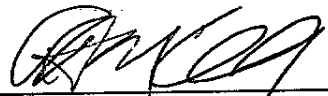
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

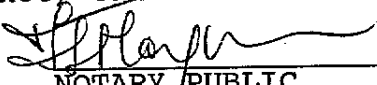
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30<sup>th</sup> day of

April 1999.

  
\_\_\_\_\_  
Reed B. McClosky  
Incorporator

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF BROWARD    )

30<sup>th</sup> The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 1999, by Reed B. McClosky, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
FARIDA J. MAJOR

My Commission Expires:




ACCEPTANCE OF APPOINTMENT

FILED  
99 MAY -3 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of Auto Brokers & Sales, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

Date: April 30, 1999

  
\_\_\_\_\_  
REED B. McCLOSKY