

LAW OFFICES
Roger Barry Davis
ANDOVER BUILDING
20451 NORTHWEST 2ND AVENUE
SUITE 101
MIAMI, FLORIDA 33169
TELEPHONE (305) 651-4487

BROWARD (954) 463-8823
TELECOPIER (305) 651-7785

ROGER BARRY DAVIS

FILED
99 JUN -1 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
HOWARD J. LUBEL
ARLENE B. MUENZ
OF COUNSEL

P 9 9 0 0 0 5 0 8 8 0
May 27, 1999

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

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*****78.75 *****78.75

Re: Articles of Incorporation of Associated Dealers Marketing Corp.

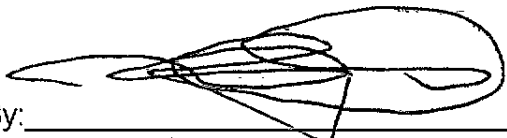
Dear Ladies and Gentlemen:

Respecting the captioned Corporation enclosed herewith are:

1. Original Articles of Incorporation of Associated Dealers Marketing Corp.
2. Roger Barry Davis Trust Account check no. 1417, in the amount of Seventy-eight Dollars and Seventy-five cents (\$78.75), representing the filing fee and a certified copy;
3. A pre-addressed stamped envelope for return of a certified copy of the Articles of Incorporation.

Please establish this entity, and thank you for your usual attention to this matter.

Sincerely,

By: 
ROGER BARRY DAVIS

RBD:ilh
encls.

F. CHESSEB JUN 7 1999

ARTICLES OF INCORPORATION
OF
ASSOCIATED DEALERS MARKETING CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to the Articles of this corporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is:

ASSOCIATED DEALERS MARKETING CORP.

and its principal office's mailing address is:

2300 North State Road 7
Hollywood, Florida 33021

ARTICLE TWO

DURATION

This corporation shall have a perpetual term of existence, unless earlier dissolved pursuant to law.

ARTICLE THREE

PURPOSE

The corporation has been organized for the purpose of transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000.00, all of which shall be common shares with a par value of Ten Cents (\$.10). The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 20451 N.W. 2nd Avenue, Suite 101, Miami, Florida 33169, and the name of the initial registered agent at such address is ROGER BARRY DAVIS.

ARTICLE SIX

DIRECTORS

The Board of Directors of the corporation shall consist of not more than four (4) members nor less than one (1) member.

The names and addresses of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. WEINBERG President/Director	2430 W. Oakland Park Blvd. Ft. Lauderdale, Florida 33310
ROBERT G. ALTOMARE Vice President/Director	1841 N. State Road 7 Hollywood, Florida 33021
PAUL TADDEO Vice President/Director	1841 N. State Road 7 Hollywood, Florida 33021
ANDREW ADLER Secretary/Treasurer/Director	2300 North State Road 7 Hollywood, Florida 33021

ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator hereof is:

Roger Barry Davis
20451 N.W. 2nd Avenue
Suite 101
Miami, Florida 33169

ARTICLE EIGHT

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name to this instrument.



ROGER BARRY DAVIS

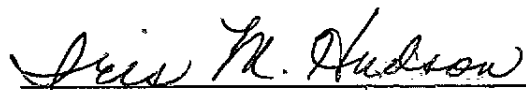
as Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 27th day of May, 1999 by: ROGER BARRY DAVIS, who is personally known to me and who did/did not take an oath.



NOTARY PUBLIC, State of
Florida at Large

IRIS M. HUDSON

Print Notary Name

My Commission Expires:



IRIS M HUDSON
My Commission CC479544
Expires Jul. 11, 1999
Bonded by HAI
800-422-1555