

P. 99000066809

ALLAN L. HOFFMAN, ESQ.
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1610 SOUTHERN BLVD.
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Friday, July 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

600002937236--8
-07/21/99--01025--008
*****70.00 *****70.00

Re: My File 99-38
Collector Motorcars USA, Inc.

Dear Sirs:

Enclosed please find an original and two copies of the Articles of Incorporation for Collector Motorcars USA, Inc. together with my check in the amount of \$70.

Please file this, returning a copy to me. I do not need a certified copy at this time.

Sincerely,



Allan L. Hoffman

Enclosure

FILED
99 JUL 21 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/28/99
MHC

ARTICLES OF INCORPORATION
FOR
COLLECTOR MOTORCARS USA, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the Corporation is COLLECTOR MOTORCARS USA, INC.

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000). Such shares shall be of a single class, and shall have a par value of one penny (\$.01).

ARTICLE FIVE: The street address of the corporation's principal office, the mailing address of the corporation and the initial registered office of the corporation is 1610 Southern Blvd., West Palm Beach, Florida 33406, and its initial registered agent at such address is ALLAN L. HOFFMAN.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

ALLAN L. HOFFMAN, 1610 Southern Blvd., West Palm Beach, Florida 33406.

It is anticipated that this corporation will be operated by the stockholders without a Board of Directors.

ARTICLE SEVEN: The name and address of each incorporator is:

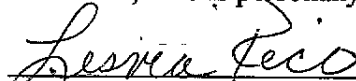
ALLAN L. HOFFMAN, 1610 Southern Blvd., West Palm Beach, Florida 33406

Executed by the undersigned at West Palm Beach, Florida this 19th day of July, 1999.


ALLAN L. HOFFMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of JULY, 1999, by ALLAN L. HOFFMAN, who is personally known to me and who did take an oath.


Signature of Notary



Lesvia Recio
My Commission CC574261
Expires Aug. 04, 2000

FILED
99 JUL 21 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT CERTIFICATE

CERTIFICATE DESIGNATING 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 STATUTE.
THE FOLLOWING IS SUBMITTED.

FIRST--THAT

COLLECTOR MOTORCARS USA, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT

1610 SOUTHERN BLVD., W. PALM BEACH, FLORIDA 33406

NAMED

Allan L. Hoffman,

LOCATED AT
1610 Southern Blvd.,
W. Palm Beach, Florida 33406

ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
CORPORATE OFFICER

TITLE President

DATE: JULY 19, 1999

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.

SIGNATURE 
RESIDENT AGENT

DATE: July 8, 1999

FILED
99 JUL 21 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA