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FLORIDA PROFIT CORPORATION OR P.A.

BILL SEIDLE'S IMPORTS OF MIAMI, INC.

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This instrument prepared by:
Kieran P. Fallon, Esq
Brickell Bay View Center
80 S.W 8 Street
Suite 2804
Miami, Florida 33130
(305) 961-2900

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ARTICLES OF INCORPORATION
OF
BILL SEIDLE'S IMPORTS OF MIAMI, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is BILL SEIDLE'S IMPORTS OF MIAMI, INC.

ARTICLE II

The existence of the corporation shall begin on July 27, 1999.

ARTICLE III

The street address of the principal office of the Corporation is BILL SEIDLE'S IMPORTS OF MIAMI, INC., at 111 N.W. 1st Street, Box 122, Miami, Florida 33128.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand 1000, all of which shall be Common Shares. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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ARTICLE V

The initial street address of the Corporation's registered office is Brickell BayView Center, 80 S.W. Eight Street, Suite 2804, Miami, Florida 33130. The initial registered agent for the Corporation at that address is The Law Office of Richard K. Stanton, Brickell BayView Center, 80 S.W. Eight Street, Suite 2804, Miami, Florida 33130.

ARTICLE VI

The initial board of directors shall consist of three members. The name and address of the person who will serve on the initial board of directors is Michael Seidle as President at 111 N.W. 1st Street, Box 122, Miami, Florida 33128, Robert Seidle as Vice-President, and Betty Seidle as Secretary/Treasurer at 111 N.W. 1st Street, Box 122, Miami, Florida 33128.

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is : Michael Seidle as President at 111 N.W. 1st Street, Box 122, Miami, Florida 33128.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this — day of July, 1999.

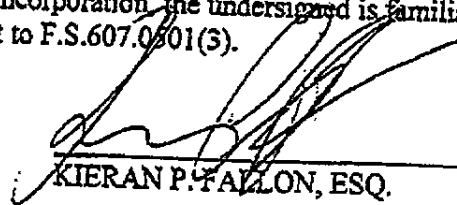

MICHAEL A. SEIDLE / President

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BILL SEIDLE'S IMPORTS OF MIAMI, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0801(3).


KIERAN P. FALLON, ESQ.

Date: July 27, 1999

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