

P99000088192

J. MAURICE FINKEL P.A.

ATTORNEYS AT LAW
28 WEST FLAGLER STREET
SUITE 330
MIAMI, FLORIDA 33130
(305) 379-7538
(305) 379-0407 FAX

September 10, 1999

Secretary of State
State of Florida, Division of Corporation
P.O. Box 36327
Tallahassee, Florida 32314

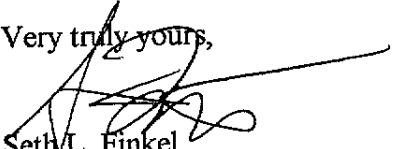
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Re: Judah Auto Sales, Inc.

To whom it may concern:

Enclosed please find original Articles of Corporation and our check for filing and for a conformed copy. Please accept these Articles of Corporation for filing and return a conformed copy of the Articles to this office. If you have any questions please feel free to call.

Very truly yours,


Seth L. Finkel
SLF/cm
enclosures

2589-192
699-21636

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 AM 10:30

8/10/99

J. MAURICE FINKEL, P.A.

ATTORNEYS AT LAW
COURTHOUSE PLAZA
28 WEST FLAGLER STREET
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MIAMI, FLORIDA 33130
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DIVISION OF CORPORATIONS

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September 23, 1999

The Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahssee, Florida 32314

Attention: Ms. Claretha Golden
Document Specialist

SUBJECT JUDAH AUTO SALES, INC.
REF. Number W9900001636
Letter Number 199A00046081

Dear Ms. Golden:

I thank you for your letter of September 21, 1999. We believe we have now listed the present street address of each officer and director to satisfy the requirements of your office. In addition, if you would kindly look under ARTICLE 9, the principal corporate office is listed as:

2131 N. W. 139 Street, Bay 24, Opa Locka, Florida 33054

We believe we now have everything in order and would appreciate the Charter and a certified copy.

Thank you for your immediate attention to this matter, I am,

Very truly yours

J. Maurice Finkel

JMF/j

cc: Richard Seidel, Esq.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS

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September 21, 1999

J. MAURICE FINKEL, P.A.
ATTN: SETH L. FINKEL
28 WEST FLAGLER STREET #330
MIAMI, FL 33130

SUBJECT: JUDAH AUTO SALES, INC.
Ref. Number: W99000021636

We have received your document for JUDAH AUTO SALES, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please list the street address of each officer/director.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00046081

ARTICLES OF INCORPORATION
OF
JUDAH AUTO SALES, INC.

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ARTICLE I: CORPORATE NAME

The name of this Corporation is JUDAH AUTO SALES, INC.

ARTICLE II: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III: ORGANIZATION

This corporation is organized for the purpose and shall have the power to transact any and all lawful business under the Laws of the State of Florida.

ARTICLE IV: NATURE OF BUSINESS

The general nature of the business to be transacted by said corporation shall be and is as follows:

The purchase, sale and service of automobiles and automobile parts. Additionally, and for the purpose of carrying on the business aforesaid, said corporation shall be entitled to buy, sell, lease or convey property, both real and/or personal property, as the same shall be necessary and generally to do all things that may be necessary to conduct said business.

Said corporation may purchase, take on, lease or exchange, hire or otherwise acquire, hold, own, possess, equip, use, improve, maintain, manage, develop, explore, exploit, deal in, sell, convey, assign, lease, mortgage, pledge or otherwise

encumber or dispose of any and all real and personal property of every kind and description as needed.

Said corporation may also rent, maintain and /or construct in whole or in part, offices and buildings for the corporation; to acquire all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation; to pay for same in cash or in stocks, bonds, notes, mortgage or other obligations of the corporation or otherwise; to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership association or corporation and conduct in any lawful manner the whole or any part of the business so acquired.

Said corporation may further purchase, lease or otherwise acquire real estate necessary to the operation of this corporation; to buy, lease, build, erect, equip, operate, maintain and sell such real estate and to construct, install, lease, own and operate telephone exchanges in buildings owned, leased or operated; to conduct any of the business of the corporation, either as principal, agent or factor, or in any other manner, or any other basis permitted by law.

The foregoing clauses shall be construed as purposes, objects and powers of the corporation. It is hereby expressly provided that the enumerations herein of specific purposes, objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation and the matters

expressed in each clause shall, except as expressly otherwise provided, be limited by reference to or inference from terms of any other clause but shall be regarded as independent purposes, objects and powers.

ARTICLE V: "S" CHAPTER DESIGNATION

Pursuant to the provisions of Section 1372, International Revenue Code, this Corporation shall be treated as a "Small business corporation" for income tax purposes, sometimes referred to as a Sub-Chapter S Election.

It is the further intention and purpose of the subscriber(s) of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VI: CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock. The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 100 of common stock. Said stock may be issued by the corporation either for cash, wholly or in part, for labor, services, contracts, mortgages, choses in action or property of

any kind, nature or description at the valuation to be fixed by the Board of Directors, which valuation, in their judgment, shall seem adequate. The vote or consent of the stockholders shall not be necessary for such issue.

When this consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefore shall be fully paid stock and not subject to any further call or assessment thereof.

ARTICLE VII: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin is not less than \$500.00.

ARTICLE VIII: SHAREHOLDER RIGHTS

Every shareholder, upon the sale or cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others.

ARTICLE IX: CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 2131 N.W. 139th Street Bay 24, Opa Locka, Florida, 33054. The Board of Director(s) may from time to time, move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and

without the United States.

ARTICLE X: REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Allen M. Anderson, whose address is 2131 N.W. 139th Street, Bay 24, Opa Loca, Florida 33054.

ARTICLE XI: DIRECTORS

This corporation shall have 2 Directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE XII: INITIAL BOARD OF DIRECTORS

The names and addresses of the initial first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-law and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

x Allen M. Anderson (SEAL)
ALLEN M. ANDERSON
PRESIDENT/TREASURER
20037 N. W. 65 Ct., Miami/Lakes Florida 33015-2138

x Dercie C. Anderson (SEAL)
DERCIE C. ANDERSON
SECRETARY
20037 N. W. 65th Ct., Miami/Lakes Florida 33015-2138

ARTICLE XIII: SUBSCRIBERS

The name(s) and addresses of the subscribers of these Articles of Incorporation, the number of shares stock each agrees to take and the value of the consideration thereof are:

<u>ALLEN M. ANDERSON</u>	250 shares \$1 per value of common stock
20037 N. W. 65 Ct., Miami, Lakes	33015-2138
<u>DERCIE C. ANDERSON</u>	250 shares \$1 per value of common stock
20037 N.W. 65 Ct. , Miami, Lakes	33015-2138

ARTICLE XIV: STOCK RESTRICTIONS

The stockholders, now and in futuro, agree this corporation's stock is restricted. Hence, no stockholder or director may assign, pledge, sell, transfer, encumber or in anyway hypothecate or dispose of any stock without first written refusal to the other stockholders. The stockholders shall have a period of sixty (60) days from the time of receipt of said offer to elect to accept or decline the stock. If an election to accept the offer results, the electing stockholder shall notify the seller of such acceptance in writing.

In the event the corporation shall either refuse or be unable to purchase all or any part of such offered shares of stock, then after the expiration of sixty (60) days from the time of the receipt of the aforesaid offer, the stock, to the extent that it was not purchase by the shareholders, shall be deemed to have been offered to the Corporation on the same terms and conditions. The corporation shall have a period of Ten (10) days from the time of the expiration date of the offer made to the Corporation to accept and thereby purchase the stock offered or

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decline such offer.

ARTICLE XV: AMENDMENTS

These Articles of Incorporate may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders' meeting by two-thirds (2/3) of the stock entitled to vote thereon.

ARTICLE XVI: ACKNOWLEDGMENT

Having been named to accept service of process for

JUDAH AUTO SALES, INC.

at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

X Allen M. Anderson
ALLEN M. ANDERSON
(Registered Agent)

I THE UNDERSIGNED, being the original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth as to each of us, and accordingly have hereunto set our hands and seal this ____

. 2 day of September, 1999.

X Allen M. Anderson
ALLEN M. ANDERSON
20037 N. W. 65 Ct.
Miami Lakes, Fl. 33015-2138

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared ALLEN M. ANDERSON and DEERCIE C. ANDERSON, well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above
this 2nd day of September, 1999.

X Lyndee
Notary Public, State of Florida

My Commission Expires:



Y. Williams
MY COMMISSION # CC714049 EXPIRES
February 5, 2002
BONDED THRU TROY FAIR INSURANCE INC.



Y. Williams
MY COMMISSION # CC714049 EXPIRES
February 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.