

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086

P96000081710



ACCOUNT NO. : 072100000032

REFERENCE : 101286 4722418

AUTHORIZATION :

*Patricia Pignatelli*  
*File First*

COST LIMIT : \$ 70.00

ORDER DATE : September 27, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 101286

000001959130

CUSTOMER NO: 4722418

CUSTOMER: Steven B. Rothschild, Esq  
STEVEN B. ROTHSCHILD ESQ

747 Chestnut Ridge Rd  
Ste. 200  
Spring Valley, NY 109770000

DOMESTIC FILING

NAME: BECCO INC.

EFFECTIVE DATE  
*10-1-96*

RECEIVED  
96 SEP 27 PM 1:09  
DIVISION OF CORPORATION

EFFECTIVE DATE: OCTOBER 1, 1996

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: Victoria L. Perez

EXAMINER'S INITIALS:

FILED  
96 SEP 27 PM 4:07  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

*Dmc 10/3/96*

*524-1109.*  
~~*W96-20651*~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 1, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BECCO INC.  
Ref. Number: W96000020651

**RE-SUBMIT**  
Please give original  
submission date as file date.

We have received your document for BECCO INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date must be stated in the articles.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return 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 (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 196A00044801

RECEIVED  
96 OCT -3 AM 8:45  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

BECCO INC.

FILED

96 SEP 27 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BECCO INC.

THIS CORPORATION SHALL BE EFFECTIVE ON OCTOBER 1, 1996.

ARTICLE II PRINCIPAL OFFICE

EFFECTIVE DATE  
10-1-96

The principal place of business and mailing address of this corporation shall be:

Suite 200  
747 Chestnut Ridge Road  
Spring Valley, NY 10977

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares, par value \$.01 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

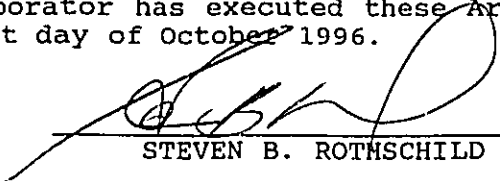
SOUTHEAST AUTOMOTIVE ACQUISITION CORP.  
7500 Northwest 77th Terrace  
Miami, Fla. 33166

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Steven B. Rothschild  
Suite 200  
747 Chestnut Ridge Road  
Spring Valley, NY 10977

The undersigned incorporator has executed these Articles of Incorporation as of this 1st day of October 1996.

  
STEVEN B. ROTHSCHILD

FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

96 SEP 27 PM 4:07

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: BECCO INC.

2. The name and address of the registered agent and office is:

SOUTHEAST AUTOMOTIVE ACQUISITION CORP.  
(Name)  
7500 Northwest 77th Terrace  
(P.O. Box NOT acceptable)  
Miami, Fla. 33166  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SOUTHEAST AUTOMOTIVE ACQUISITION CORP. SOUTHEAST ACQUISITION CORP.  
By: [Signature]  
Bernardo Davila, CEO

DATE September 26, 1996

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0390 FAX

800-342-8086

*P96000081710* *File Second*



ACCOUNT NO. : 072100000032  
REFERENCE : 101286 4722418  
AUTHORIZATION : *Patricia P...*  
COST LIMIT : \$ 70.00

**FILED**  
96 SEP 27 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 27, 1996  
ORDER TIME : 10:57 AM  
ORDER NO. : 101286  
CUSTOMER NO: 4722418

100001959131

CUSTOMER: Steven B. Rothschild, Esq  
Steven B. Rothschild Esq  
747 Chestnut Ridge Rd  
Ste. 200  
Spring Valley, NY 109770000

**EFFECTIVE DATE**  
*10-1-96*

ARTICLES OF MERGER

BECCO INC. (A NEW JERSEY CORPORATION)

INTO

BECCO INC. (A FLORIDA CORPORATION)

EFFECTIVE: OCTOBER 1, 1996

**RECEIVED**  
96 SEP 27 PM 1:09  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

*Morgan*  
*10/3/96*

CONTACT PERSON: Victoria L. Perez  
EXAMINER'S INITIALS: *[Signature]*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 1, 1996

CSC NETWORKS Attn: Victoria L. Perez  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BECCO INC.  
Ref. Number: W96000020651

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for BECCO INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required. *10/1 APPROVED*

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

**THE CORPORATION MUST BE INCORPORATED BEFORE THE MERGER CAN BE FILED WITH THIS OFFICE.**

Please return 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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 396A00044866

RECEIVED  
96 OCT -3 AM 8:45  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
OF  
BECCO INC.  
(a New Jersey corporation)  
INTO  
BECCO INC.  
(a Florida corporation)

FILED  
96 SEP 27 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
10-1-96

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

Annexed hereto and made a part hereof is a Plan of Merger for merging BECCO INC., a New Jersey corporation (hereinafter "Becco NJ"), with and into BECCO INC., a Florida corporation (hereinafter "Becco Fla").

The shareholders of Becco Fla entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given as of October 1, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act. The date of adoption shall be October 1, 1996 approved and adopted by the shareholder and/or board of director for Becco N.J. corporation. The effective time and date of the merger herein provided for in the State of Florida shall be 2:00 p.m. on October 1, 1996.

Executed as of October 1, 1996.

BECCO INC.  
(a New Jersey corporation)

By: 

Steven B. Rothschild  
President

BECCO INC.  
(a Florida corporation)

By: 

Steven B. Rothschild  
President

PLAN OF MERGER adopted for BECCO INC., a New Jersey corporation (sometimes hereinafter "Becco NJ"), by resolution of its Board of Directors as of October 1, 1996, and adopted for BECCO INC., a Florida corporation (sometimes hereinafter "Becco Fla"), by resolution of its Board of Directors as of October 1, 1996.

1. The names of the corporations planning to merge are BECCO INC., a business corporation organized under the laws of the State of New Jersey, and BECCO INC., a business corporation organized under the laws of the State of Florida.

2. The name of the surviving corporation into which Becco NJ plans to merge is BECCO INC., a Florida corporation.

3. Becco NJ and Becco Fla shall, pursuant to the provisions of the laws of the State of New Jersey and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, BECCO INC., a Florida corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of BECCO INC., a New Jersey corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

4. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by provisions of the Florida Business Corporation Act.

6. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their



tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

7. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. This Plan of Merger shall be effective as of October 1, 1996.