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**Harold L. Braynon**  
Attorney and Counselor at Law  
Capital Bank Building  
3550 Biscayne Boulevard, Suite 401  
Miami, Florida 33137

October 10, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 17 11:02 AM  
(305) 679-7000  
Fax: (305) 676-7098

Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/17/96--11037--016  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Car Care Consultants,  
Inc.

Dear Sir:

Enclosed you will find the Original Articles of Incorporation for Car Care Consultants, Inc., a Florida Corporation for Profit.

Enclosed you will find my check in the amount of \$122.50 which represents the filing fee and the cost of a certified copy of the enclosed Articles of Incorporation.

Very truly yours,

*Harold L. Braynon*  
HAROLD L. BRAYNON, ESQUIRE

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 17 11:02 AM

HLB: ma  
Enclosures:

Please send me a copy of your fee schedule.

*Same Person as  
R96-4554*

D. BROWN OCT 18 1996

ARTICLES OF INCORPORATION  
OF  
CAR CARE CONSULTANTS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 17 11:02

The undersigned subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be CAR CARE CONSULTANTS, INC. and its initial post office address and its principal office for the conduct of business is 8600 N. Shorman Circle, Building 9, #106, Miramar, Florida 33025.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation:

- a. To consult with Automobile Manufacturers, Dealers and other business concerning the preparation of automobiles for final delivery to the consumer.
- b. To own, control and operate automobile dealerships.
- c. To buy, sell and lease automobiles or automobile parts, accessories and equipment.
- d. To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.
- e. To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.
- f. To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

g. To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do to do, and for the accomplishments of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishments of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

h. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that all other lawful powers to not inconsistent herewith are hereby included.

#### ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held. The minimum capital with which this corporation shall begin business is one thousand dollars (\$1,000.00).

#### ARTICLE IV

If the holder of any share or shares of the stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the

right to purchase such stock at book value. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have thirty (30) days in which to exercise its right to purchase. In the event that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same shall not transfer or otherwise dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation, stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value within thirty (30) days after the service of such notice upon the last stockholder to be served. In the event any one or more of the other stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining other stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase; and upon receipt of such notice of intention to purchase, the stockholder offering the stock for sale shall forthwith sell, assign, transfer and set over his shares of stock to the stockholder or stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time pay to the seller as and for the purchase price thereof an amount equal to the book value of the stock at the time of such transfer.

In the event that only one of the other stockholders desires to exercise his option to purchase as provided for herein, such other stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders shall elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within three (3) months from the date of giving such notice to such person as such price as he may see fit. Said person or persons acquiring the same shall in his or their turn hold such stock again subject to all the terms and conditions herein contained. If such sale be not made within said period of three (3) months, no sale shall be made without again giving notice and offering to the corporation and the other stockholders as herein provided.

Nothing herein contained shall be construed to prevent any stockholders of the corporation from pledging their stock as security for a debt or obligation; in the event that such debt is foreclosed, the person acquiring such stock by such foreclosure shall hold the stock subject to the terms and conditions contained herein and shall immediately give the other stockholders of this corporation as herein provided an option to purchase of the shares so acquired at the price and under the terms hereinabove provided.

Nothing herein contained shall be construed as preventing a stockholder from transferring his shares of stock to any person, firm or corporation or trust with the consent of the stockholders at the first meeting of the stockholders or upon written consent of all stockholders or at any other stockholder's meeting after notice has been given in writing to all of the other stockholders at their addresses as shown on the books of the corporation, advising the nature of the proposed transfer.

#### ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within fifteen (15) days after such notice.

#### ARTICLE VI

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Secretary, treasurer and any other officer as to the Board of Directors may seem expedient. Any two or more offices except President and Secretary may be held by the same person.

#### ARTICLE VII

The names and post office addresses of the member of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the Laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

Name	Address	Office
Steve Minnis	8600 N. Sherman Circle Building 9, # 106 Miramar, Florida 33025	President
Carlisia Minnis	8600 N. Sherman Circle Building 9, # 106 Miramar, Florida 33025	Secretary/ Treasurer
James Marcus	12 Mauchly, Building E Irvine, CA 92718	Vice President

#### ARTICLE VIII

No, contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this

reservation.

#### ARTICLE X

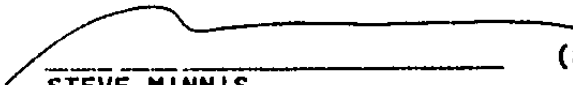
The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

Name	Number of Shares	Address
Steve Minnis	1	8600 N. Sherman Circle, Building 9 # 106 Miramar, Florida 33025
Carlisia Minnis	1	8600 N. Sherman Circle, Building 9 #106 Miramar, Florida 33025

#### ARTICLE XI

Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

In Witness of the Foregoing, we have hereunto set our hands and seals and acknowledged to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation this 10 day of October, 1996.

  
\_\_\_\_\_  
STEVE MINNIS

(SEAL)

  
\_\_\_\_\_  
CARLISIA MINNIS

(SEAL)

#### ARTICLE XII

Initial registered agent of this Corporation at such office shall be, CARLISIA MINNIS, who upon accepting this designation agrees to comply with the provisions of Section 48,091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 17 11:02

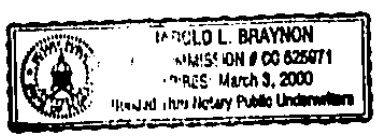
State of Florida )  
County of Dade )

Before me the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared STEVE MINNIS and CARLISIA MINNIS, to me well known to be the persons who executed the foregoing Certificate of Incorporation, and each severally acknowledged before me that they signed the same for the purposes therein stated. As proof of identification, both affiants produced Florida Drivers Licenses.

Witness my hand and official seal at Dade County, Florida this 10<sup>th</sup> day of October, 1996.

My commission expires:

*Harold L. Braynon*  
Notary Public, State of Florida



Harold L. Braynon  
Printed Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Car Care Consultants, at the place designated in the Articles of Incorporation, 8600 N. Sherman Circle, Building 9, # 106, Miramar, Florida 33025 agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 10/10/96

*Carlisia Minnis*  
CARLISIA MINNIS