

Law Offices

HOLLAND & KNIGHT LLP

One East Broward Boulevard
P.O. Box 14070 (ZIP 33302-4070)
Fort Lauderdale, Florida 33301

954-525-1000
FAX 954-463-2030
<http://www.hklaw.com>

Atlanta
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Representative Offices:
Buenos Aires
Tel Aviv

F000000001565

March 10, 2000

TAMMY L. KNIGHT
954-525-1000

Internet Address:
tknight@hklaw.com

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

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-03/17/00-01080-002
*****70.00 *****70.00

Re: **Bid4wheels.com Incorporated**

Dear Sir or Madam:

Enclosed please find the following documentation with the appropriate filing fee:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida,
2. Original Certificate of Good Standing from the State of Delaware,
3. Check for \$70.00 made payable to the Secretary of State,
4. Copy of Application with a self-addressed envelope.

If you have any questions, please call me.

Sincerely,

HOLLAND & KNIGHT LLP

Tammy L. Knight
Tammy L. Knight

TLK:av
Enclosures

FTL1 #479586 v1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DA 3/22

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. BID4WHEELS.COM INCORPORATED

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words
or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural
person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 98-0204347

(FEI number, if applicable)

4. April 29, 1999

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon acceptance of application

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 510 Jefferson Drive, Suite 102, Deerfield Beach, Florida 33442

(Current mailing address)

8. To engage in lawful acts or activities as a validly existing corporation.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Box acceptable) **NOT**

Name: Daniel Pansky

Office Address: 510 Jefferson Drive, Suite 102

Deerfield Beach, Florida 33442

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above-stated corporation at
the place designated in this application, 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 relative to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of my position as
registered agent.

(Registered agent's signature)

11. Attached is certificate of existence duly authenticated, not more than 90 days prior to delivery of this
application to the Department of State, by the Secretary of State or other official having custody of
corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY-P.O. Box NOT acceptable).

A. DIRECTORS (Street address only-P.O. Box NOT acceptable)

Chairman: Daniel Pansky

Address: 510 Jefferson Drive, Suite 102

Deerfield Beach, Florida 33442

Vice Chairman: N/A

Address: _____

Director: Daniel Pansky

Address: 510 Jefferson Drive, Suite 102

Deerfield Beach, Florida 33442

Director: _____

Address: _____

B. OFFICERS (Street address only-P.O. Box NOT acceptable)

President: Daniel Pansky

Address: 510 Jefferson Drive, Suite 102

Deerfield Beach, Florida 33442

Vice President: _____

Address: _____

Secretary: Daniel Pansky

Address: 510 Jefferson Drive, Suite 102

Deerfield Beach, Florida 33442

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel Pansky, Chairman

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BID4WHEELS.COM INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BID4WHEELS.COM INCORPORATED" WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0317297

DATE:

03-15-00