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ACCOUNT NO. : 072100000032

REFERENCE : 675878 4372512

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 70.00

ORDER DATE : April 26, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 675878-010

CUSTOMER NO: 4372512

400003227054--4

CUSTOMER: Ross Goldstein, Esq
Richard I. Anslow & Associates
Freehold Executive Center
4400 Route 9 South, 2nd Floor,
Freehold, NJ 07728

FOREIGN FILINGS

NAME: I-CARAUTION.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 PM 6:50

RECEIVED
00 APR 27 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399-0001

mk
4/27

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 A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. T-CARAUGHTON.COM, INC.

(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. 22 3608367

(FBI number, if applicable)

4. 12/23/99

(Date of incorporation)

5.

Perpetual

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

6. upon qualification

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

7. 701 Brickell Ave., Suite 3120

Miami, Florida 33131

(Current mailing address)

8. On Line Auto Sales

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

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

Name: Jamee Kalimi

Office Address: 701 Brickell Ave., Suite 3120

Miami,

Florida,

33131
(Zip code)

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.

By: Jamee Kalimi

(Registered agent's signature)

11. Attached is a 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)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 27 PM 6:50

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: James KalimiAddress: 701 Brickell Avenue, Suite 3120
Miami, Florida 33101 33131

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: James KalimiAddress: See Above


Vice President: _____

Address: _____

Secretary: James KalimiAddress: See Above

Treasurer: _____

Address: _____

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. JAMEE KALIMI, PRESIDENT
(Typed or printed name and capacity of person signing application)FILED
SECRETARY OF CORPORATIONS
00/APR/27 PM 6:50

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I-CARAUCION.COM, INC." 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 TWENTY-SIXTH DAY OF APRIL, A.D.-2000.

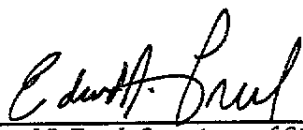
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "I-CARAUCION.COM, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF DECEMBER, A.D.-1999.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 PM 6:50




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0401962

DATE: 04-26-00