

P000000/1001

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000004532 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE

01-27-00

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB - 1 PM 1:49

FILED

FLORIDA PROFIT CORPORATION OR P.A.

CARCORPUSA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 2000

EMPIRE

SUBJECT: CARCOP USA, INC. —
REF: W00000002484

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document SpecialistFAX Aud. #: H00000004532
Letter Number: 900A00004063

H00000004532

**ARTICLES OF INCORPORATION FOR
CARCOP USA, INC.**

EFFECTIVE DATE
01/27/00

ARTICLE I - NAME

The name of the corporation is CARCOP USA, INC.

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid, otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the activity or business of the lease/finance of commercial and non-commercial motor vehicles to the general public in addition to any and all related activities or business, which may be associated thereto or required thereby.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED shares of \$1.00 Par Value Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation, (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

Thomas J. Moore, Esq.
FBN: 361658
5450 NW 33RD Avenue, #102
Fort Lauderdale, FL 33309
(954) 735-5557

H00000004532

FILED
00 FEB - 1 PM 1:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

H00000004532

ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The name of the initial registered agent and the street address of the initial registered office and the principal office of this Corporation is:

Michael J. DeMeo
5450 NW 33rd Avenue
Suite 102
Fort Lauderdale, FL 33309

ARTICLE VII
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of ONE (1), Director. The number of Directors may be either increased or decreased from time to time by the by-laws, but shall never be less than ONE (1). The name and address of the initial Board of Directors of this Corporation are:

Michael J. DeMeo
5450 NW 33rd Avenue
Suite 102
Fort Lauderdale, FL 33309

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael J. DeMeo
5450 NW 33rd Avenue
Suite 102
Fort Lauderdale, FL 33309

H00000004532

H00000004532

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of January 2000.



Michael J. DeMeo
Incorporator


STATE OF FLORIDA:

SS

COUNTY OF BROWARD:

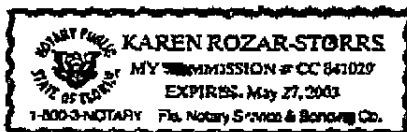
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Michael J. DeMeo, known to personally to me to be to be the person and which was confirmed through the examination of his Florida Drivers License, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of January 2000.



Notary Public
State of Florida

My commission expires:



H00000004532

H00000004532

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Carcorp USA, Inc. , at the place designated in the Articles of Incorporation, Michael J. DeMeo, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: January 27, 2000


Michael J. DeMeo

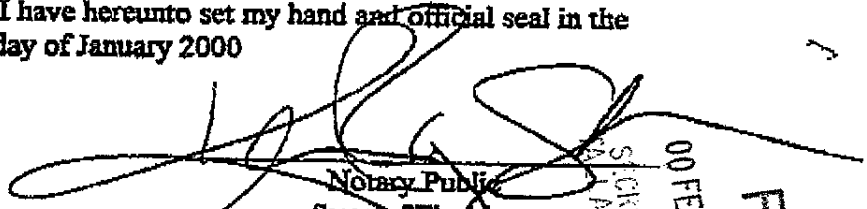
STATE OF FLORIDA:

SS

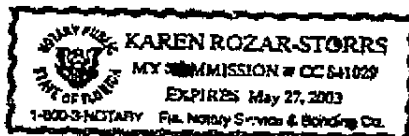
COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Michael J. DeMeo, known to personally to me to be to be the person and which was confirmed through the examination of his Florida Drivers License, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of January 2000


Notary Public
State of Florida

My commission expires:



FILED
00 FEB -1 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000004532