

LAW OFFICE OF CLARA G. MARTINEZ

**P00000036733**

FILED  
APR 10 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 29, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SUBJECT: EAST COAST AUTO BROKERS, CORP.

Enclosed is an original and one (1) copy of the articles of organization and a check for:  
\$70.00

FROM: EAST COAST AUTO BROKERS, CORP.

Name

2600 SW 89TH AVENUE  
Address

MIAMI, FLORIDA 33165-3266  
City, State & Zip

(305)227-1460  
Telephone number

900003159009--5  
-03/06/00--01132--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

Sincerely,

Clara G. Martinez  
*Clara G. Martinez*  
Attorney At Law

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PH 4/12/00*  
*6547*  
*PH 3/10/2000*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 10, 2000

CLARA G. MARTINEZ, ESQ.  
2600 SW 89TH AVE  
MIAMI, FL 33165-3266

SUBJECT: EAST COAST AUTO BROKERS, CORP.  
Ref. Number: W00000006547

We have received your document for EAST COAST AUTO BROKERS, CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 600A00013502

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00 APR 10 AM 8: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EAST COAST AUTO BROKERS, CORP.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the corporation is: **EAST COAST AUTO BROKERS, CORP.**

**ARTICLE II**

**DURATION**

The period of duration is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries.

**ARTICLE IV**

**SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1000 SHARES @ 1.00 EA.**

**50 % Guillermo Luis Del Prado**

**50 % Ginny Del Prado**

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office are as follows:

1. **Ginny Del Prado 2600 SW 89<sup>th</sup> Ave. Miami, Florida 33165**

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

1. Ginny Del Prado 2600 SW 89<sup>th</sup> Ave. Miami, Florida 33165.

## **ARTICLE VII**

### **INCORPORATOR (S)**

The name(s) and address(es) of the incorporator is: Ginny Del Prado 2600 SW 89<sup>th</sup> Ave. Miami, Florida 33165.

## **ARTICLE VIII**

### **BY-LAW AMENDMENT**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders.

## **ARTICLE IX**

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE X**

### **INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XII**

### **DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have the authority to fix compensation unless otherwise provided in Articles of Incorporation or bylaws. (FS Section 607.111)

## **ARTICLE XIII**

### **PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt notice from the corporation.

## **ARTICLE XIV**

### **DIRECTOR CONFLICT OF INTEREST**

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes.
- (1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- (3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee, which approves such contract or transaction.

## **ARTICLE XV**

### **MEETING BY CONFERENCE TELEPHONE**


Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XVI**

**PRINCIPAL PLACE OF BUSINESS**

The corporation's principal place of business is: 2600 SW 89<sup>th</sup> Avenue Miami, Florida 33165-3266.

**IN WITNESS WHEREOF**, the undersigned incorporator have executed these articles of Incorporation this 27<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
Signature of Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
00 APR 10 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: EAST COAST AUTO BROKERS, CORP.
  
2. The name and address of the registered agent and office is:

Ginny Del Prado  
(Name)

2600 SW 89<sup>th</sup> Avenue  
(Address)

Miami, Florida 33165-3266  
(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.

  
(Signature)  
03/29/00  
(Date)