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

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

FLORIDA PROFIT CORPORATION OR P.A.

CARS OF YESTERDAY, INC.

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| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 2000

EMPIRE

SUBJECT: CARS OF YESTERDAY, INC.
REF: W00000009743

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.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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

Neysa Culligan
Document Specialist

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Page 1 of 2

Articles of Incorporation

CARS OF YESTERDAY, INC.

I. The name of the Corporation shall be: CARS OF YESTERDAY, INC.

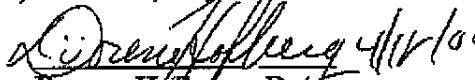
II. The Corporation shall have perpetual existence.

III. The address of the Corporation shall be: Cars of Yesterday, Inc., 1812 S.W. 100th Ave., Miramar, FL., 33025.

IV. The Corporation shall engage in all aspects of marketing and selling various products and services as permitted under the laws of the State of Florida and United States of America.

V. The original subscribers and incorporators of this corporation are:

A. Dorene Hofberg, 1812 S.W. 100th Ave., Miramar, FL., 33025




Dorene Hofberg, Date

B. Richard Hofberg, 1812 S.W. 100th Ave., Miramar, FL., 33025


Richard Hofberg, Date

VI. The Corporation shall have the following officers:

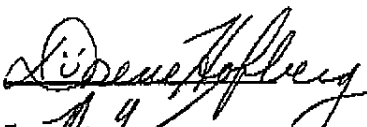
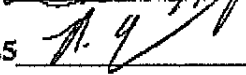
Dorene Hofberg: President, Secretary/Treasurer
1812 S.W. 100th Ave., Miramar, FL., 33025


Dorene Hofberg, Pres., Sec./Treas.

Richard Hofberg, V.P.

Richard Hofberg, Vice President
1812 S.W. 100th Ave., Miramar, FL., 33025

VII. The corporation shall have the following Directors:

Dorene Hofberg, 1812 S.W. 100th Ave., Miramar, FL., 33025

Richard Hofberg, 1812 S.W. 100th Ave., Miramar, FL., 33025

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PAGE 2 of 2

VIII. The corporation shall have semi-annual and annual meetings to conduct corporate business and to elect officers and directors of the corporation. At these meetings there shall be a minimum of at least 2 directors, and not more than 7 present at each meeting.

IX. The corporation shall have a total of 1000 shares of common stock, at a par value of \$1.00 per share.

X. The corporation shall designate an individual to act as "RESIDENT AGENT" for the purpose of accepting any, and all, legal notices on behalf of CARS OF YESTERDAY, INC., 1812 S.W. 100th Ave., Miramar, FL., 33025.

XI. The corporation shall maintain a permanent office with Corporate records at: Cars of Yesterday, Inc., 1812 S.W. 100th Ave., Miramar, FL., 33025 and will maintain normal business hours of operation.

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RESIDENT AGENT

In accordance with the laws of the sovereign State of Florida, the undersigned:

Dorene Hofberg, Secretary of : CARS OF YESTERDAY, Inc., does hereby accept the title and responsibilities of RESIDENT AGENT for: "CARS OF YESTERDAY, Inc." and agrees to maintain regular business hours for the Corporation at :1812 S.W. 100th Avenue, Miramar, FL., 33025.

Resident Agent Agrees to accept legal process and notification on behalf of the Corporation, CARS OF YESTERDAY, Inc.

Dorene Hofberg, Sec. Cars of Yesterday, Inc.
Dorene Hofberg

Secretary: CARS OF YESTERDAY, Inc.

The above individual, personally known to me, Dorene Hofberg, did appear before me and did subscribe her signature to this certificate for Resident Agency on this the 6 day of April, 2000

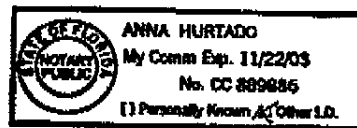
My Commission expires: 11/22/03

County of Broward

State of Florida

NOTARY PUBLIC

Anna Hurtado



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