

400004614

Charter Number

Class & Frankel, P.A.

Requestor's Name

1 S.E. 3 Avenue

Address

miami Flo. 33131

City

State

ZIP

Phone

9353A

377-9353

TION ONLY

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-04/24/00--01063--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Vehicleexchange, inc.

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR 24 AM 9:39

RECEIVED

00 APR 24 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

CERTIFIED COPY

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
Witness	

ARTICLES OF INCORPORATION

OF

VehicleXchange, Inc.

FILED  
00 APR 24 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I.

The name of this Corporation is:

VehicleXchange, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.  
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII.  
PREEMPTIVE RIGHTS:

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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 2130, SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION**, and the principal place of business is 2130 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE IX.

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Director(s) of this Corporation is/are:

Kenneth A. Behr  
800 Fairway Drive  
Suite 490  
Deerfield Beach, Florida 33441

GEORGE STELLWEG  
20573 Meeting Street  
Boca Raton, FL 33434

ARTICLE X.

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

**MELVIN F. FRANKEL**  
#2130 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131

ARTICLE XI.  
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of April, 2000.

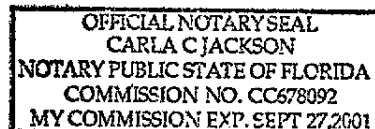
  
\_\_\_\_\_  
MELVIN F. FRANKEL

STATE OF FLORIDA                     )  
  : SS.  
COUNTY OF MIAMI-DADE         )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MELVIN F. FRANKEL, who [☒] is personally known to me, or [☐] produced \_\_\_\_\_ as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 20th day of April, 2000, in the County and State aforesaid.

  
\_\_\_\_\_  
PRINT NAME: **CARLA C. JACKSON**  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:  
Commission No:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **VehicleXchange, Inc.**, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2130 SUNTRUST INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT 2130 SUNTRUST INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**VehicleXchange, Inc.,**  
a Florida corporation

BY: 

**MELVIN F. FRANKEL, ORGANIZER**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

**COPROLITE CORPORATION,**  
a Florida corporation

By: 

**MELVIN F. FRANKEL, President**  
Dated: April 20, 2000

**FILED**  
**00 APR 24 AM 11:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

STATE OF FLORIDA            )  
  : SS.  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **MELVIN F. FRANKEL, President of COPROLITE CORPORATION**, a Florida corporation, who ☒ is personally known to me, or ☐ produced \_\_\_\_\_ as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 20th day of April, 2000, in the County and State aforesaid.

  
PRINT NAME: **CARLA C. JACKSON**

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No:

