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CT Corporation System
660 East Jefferson Street
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Corporation(s) Name

Gold Coast Auto Transporters Fla, Inc

☒ Profit Articles
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Change

***Special Instructions**

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ Parts/amends/mergers ☐ Other-See Above

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOLD COAST AUTO TRANSPORTERS FLA., INC.

* * * *

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is Gold Coast Auto Transporters Fla., Inc. (the "Corporation").
- SECOND: The address of its principal office is 299 Edison Avenue, Suite 211, West Babylon, New York, 11704.
- THIRD: The aggregate number of shares which the Corporation is authorized to issue is two million (2,000,000), divided into classes as follows:
- A. One million (1,000,000) shares of common stock, \$.001 par value per share (hereinafter called the "Common Stock"), and
 - B. One million (1,000,000) shares of preferred stock, \$.001 par value per share, to be issued in series (hereinafter called the "Preferred Stock").

The following is a statement of the designations, powers, preferences and rights, and the qualifications, limitations or restrictions with respect to the Preferred Stock of the Corporation: The shares of Preferred Stock may be issued in one or more series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series. Authority is hereby expressly granted to the Board of Directors of the Corporation to fix, subject to the provisions herein set forth, before the issuance of any shares of a particular series, the number, designations, and relative rights, preferences, and limitations of the shares of such series including (1) voting rights, if any, which may include the right to vote together as a single class with the Common Stock and any other series of the Preferred Stock with the number of votes per share accorded to shares of such series being the same as or different from that accorded to such other shares, (2) the dividend rate per annum, if any, and the terms and conditions pertaining to dividends and whether such dividends shall be cumulative, (3) the amount or amounts payable upon such voluntary or involuntary liquidation, (4) the redemption price or prices, if any, and the terms and conditions of the redemption, (5) sinking fund provisions, if any, for the redemption or purchase of such shares,

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(6) the terms and conditions on which such shares are convertible, in the event the shares are to have conversion rights, and (7) any other rights, preferences and limitations pertaining to such series which may be fixed by the Board of Directors pursuant to the Delaware General Corporation Law.

- FOURTH: The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.
- FIFTH: The initial number of directors shall be two (2). Barry Zone shall be Chairman of the Board and Todd Grama shall serve as a director. The address of the directors is c/o Gulf Coast Auto Transporters, Inc., 299 Edison Avenue, Suite 211, West Babylon, New York 11704.
- SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.
- SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to a specific statute under the Florida Business Corporation Act, or (iv) for any transaction from which the director derived any improper personal benefit.
- EIGHTH: The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Corporation Business Act.
- NINTH: The name and address of the sole incorporator is: Christopher J. Kelly, Esq., c/o Gersten, Savage & Kaplowitz, LLP, 101 East 52nd Street, New York, New York 10022.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hands this 30th day of May, 2000.



Christopher J. Kelly, Incorporator
Gersten, Savage & Kaplowitz, LLP
101 East 52nd Street
New York, New York 10022

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

Date: May 6/11, 2000

By: Charles W. Meyer

Name:

Title:

**CHARLES W. MEYER
ASSISTANT SECRETARY**

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