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LAW OFFICES

*Stephen N. Rosenthal*

12000 BISCAYNE BOULEVARD

SUITE 505

*North Miami, Florida 33181*

SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520  
"FAX" (305) 899-9213

September 11, 2000

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/15/00--01040--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of: Unlimited Auto Rental Luxury Corp. No. II

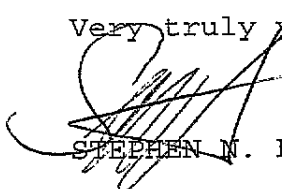
To Whom It May Concern:

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

FILED  
00 SEP 15 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-18  
rec

ARTICLES OF INCORPORATION  
OF  
UNLIMITED AUTO RENTAL LUXURY CORP. NO. II  
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00 SEP 15 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

UNLIMITED AUTO RENTAL LUXURY CORP. NO II

ARTICLE II - PURPOSE

A. To carry on and engage in the business of purchasing, selling, storing and renting of automobiles in addition to any and all other acts necessary and related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Thousand (1000) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those

conferred by the by-laws of the Corporation and the laws of the State of Florida.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

70101 Cleary Boulevard  
Plantation, Florida 33322

#### ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be ETIENNE GOMEZ, and the Registered Office shall be located at: 70101 Cleary Boulevard, Plantation, Florida 33322, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

#### ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer

or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Agusto Corral	Secretary	70101 Cleary Blvd. Plantation, Fl. 33322
Raul Gomez	Vice President	70101 Cleary Blvd. Plantation, Fl. 33322
Luis Elera	Treasurer	70101 Cleary Blvd. Plantation, Fl. 33322
Etienne Gomez	President	70101 Cleary Blvd. Plantation, Fl. 33322

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Agusto Corral	70101 Cleary Blvd. Plantation, Fl. 33322
Raul Gomez	Same as above
Etienne Gomez	Same as above
Luis Elera	Same as above

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Agusto Corral	70101 Cleary Blvd. Plantation, Fl. 33322		
Raul Gomez	Same as above		
Etienne Gomez	Same as above		
Luis Elera	Same as above		

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

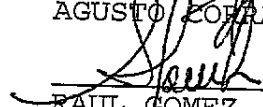
That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this 13 day of Sept. 2000.

  
\_\_\_\_\_  
AGUSTO CORRAL (SEAL)

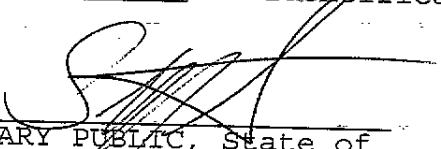
  
\_\_\_\_\_  
RAUL GOMEZ (SEAL)

  
\_\_\_\_\_  
ETIENNE GOMEZ (SEAL)

STATE OF FLORIDA    )  
                          ) .SS  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 13 day of Sept., 2000, by AGUSTO CORRAL, who is personally known to me and have produced license as identification and who did (did not) take an oath; by RAUL GOMEZ, who is personally known to me or who has produced

license as identification and who did (did not) take an oath; ETIENNE GOMEZ, who is personally known to me or who has produced license as identification and who did (did not) take an oath.

  
NOTARY PUBLIC, State of  
Florida at Large


My Commission Expires:



Stephen N Rosenthal  
My Commission CC728649  
Expires March 29, 2002

**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of UNLIMITED AUTO RENTAL LUXURY CORP. NO. II and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 70101 Cleary Blvd., Plantation, Florida 33322.

  
ETIENNE GOMEZ, Registered  
Agent