

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**POL0000001029**  
*Fresh-FloridaCars.com, Inc.*

000003521580--5  
-01/03/01--01031--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: BO

Name \_\_\_\_\_

Date 1/3/01

Time 9:49

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File  
\_\_\_\_ LTD Partnership File  
\_\_\_\_ Foreign Corp. File  
\_\_\_\_ L.C. File  
\_\_\_\_ Fictitious Name File  
\_\_\_\_ Trade/Service Mark  
\_\_\_\_ Merger File  
\_\_\_\_ Art. of Amend. File  
\_\_\_\_ RA Resignation  
\_\_\_\_ Dissolution / Withdrawal  
\_\_\_\_ Annual Report / Reinstatement  
☒ Cert. Copy  
\_\_\_\_ Photo Copy  
\_\_\_\_ Certificate of Good Standing  
\_\_\_\_ Certificate of Status  
\_\_\_\_ Certificate of Fictitious Name  
\_\_\_\_ Corp Record Search  
\_\_\_\_ Officer Search  
\_\_\_\_ Fictitious Search  
\_\_\_\_ Fictitious Owner Search  
\_\_\_\_ Vehicle Search  
\_\_\_\_ Driving Record  
\_\_\_\_ UCC 1 or 3 File  
\_\_\_\_ UCC 11 Search  
\_\_\_\_ UCC 11 Retrieval  
\_\_\_\_ Courier

**FILED**  
01 JAN -3 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
01 JAN -3 AM 10:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BO 201*

**ARTICLES OF INCORPORATION**  
**OF**  
**FRESHFLORIDACARS.COM, INC.**

**FILED**  
01 JAN -3 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation is FRESHFLORIDACARS.COM, INC.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

P.O. Box #17583  
Clearwater, Florida 33762

**ARTICLE III**

**TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV**

**PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

## **ARTICLE V**

### **CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

## **ARTICLE VI**

### **DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and address of the initial Director of this Corporation, who shall serve until his successor is elected and has qualified or until removed is as follows:

<b>NAME</b>	<b>ADDRESS</b>
ED KOON	P.O. Box 17583 Clearwater, Florida 33762

## **ARTICLE VII**

### **OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE	NAME AND ADDRESS
President	ED KOON
Treasurer	P.O. Box 17583
Secretary	Clearwater, Florida 33762

#### ARTICLE VIII

##### REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:	Office of Corporation:
Ed Koon	14605 49th Street North #2 Clearwater, Florida 33762

#### ARTICLE IX

##### INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a

Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

## **ARTICLE X**

### **BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE XI**

### **AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII**

**SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

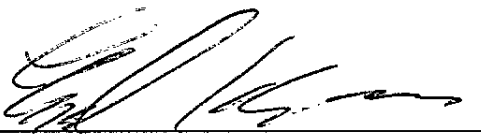
**NAME**

**ADDRESS**

Ed Koon

P.O. Box 17583  
Clearwater, Florida 33762

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 25  
day of December, 2000.

  
\_\_\_\_\_  
ED KOON

**CERTIFICATE OF ACCEPTANCE  
OF REGISTERED AGENT**

I, ED KOON, as Registered Agent for FRESHFLORIDACARS.COM, INC. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 14605 49th Street N. #2, Clearwater, Florida 33762 open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: December 25, 2000.



ED KOON  
Registered Agent

**FILED**  
01 JAN -3 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA