

PO1000012035

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000013074 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB - 1 PM 1:09

FLORIDA PROFIT CORPORATION OR P.A.

MotorCar Inn, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

H01000013074 9

ARTICLES OF INCORPORATION
OF
MOTORCAR INN, INC.

ARTICLE I

Name

The name of the Corporation is MotorCar Inn, Inc.

ARTICLE II

Duration

The Corporation shall have a perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Address

The principal place of business and mailing address of this Corporation shall be:

777 South Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

ARTICLE V

Capital Stock

The number of shares which the Corporation shall have authority to issue is One Hundred Million (100,000,000) shares of Common Stock with a par value of \$.001 per share and Twenty Million (20,000,000) shares of Preferred Stock with a par value of \$.001

H01000013074 9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB - 1 PM 1:09

H01000013074 9

per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative participating, optional or other special rights and qualifications, limitations or restrictions of such Preferred Stock, including without limitation, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including any sinking fund provisions), the redemption price or prices and liquidation preferences of any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

ARTICLE VII

Initial Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

Commencing with the organizational meeting of shareholders, the directors shall be divided into three classes, designated Class I, Class II and Class III. Each Class shall consist, as nearly as may be possible, of one-third (33 1/3%) of the full Board of Directors. The term of the Class I directors shall terminate on the date of the 2002 annual meeting of shareholders, the term of the Class II directors shall terminate on the date of the 2003 annual meeting of shareholders and the term of the Class III directors shall terminate on the date of the 2004 annual meeting of shareholders. At each annual meeting of shareholders beginning in 2002, successors to the class of directors whose term expires at that annual meeting shall be elected for a three (3) year term. If the number of directors has changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such

H01000013074 9

class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

Each director shall hold office until the annual meeting for the year in which his or her term expires and until a successor has been elected and qualified, subject, however, to the director's earlier resignation, removal from office or death.

ARTICLE VIII

Incorporator

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

Michael V. Mitrione
Gunster, Yoakley & Stewart, P.A.
Phillip Point, East Tower, Suite 500
West Palm Beach, FL 33401

ARTICLE IX

Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

Special Meetings

Special meetings of shareholders of the Corporation shall be held when called by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors, or when requested in writing, pursuant to Florida Statute 607.0702(1), by the holders of not less than fifty percent (50%) of all the shares entitled to vote at the meeting.

H01000013074 9

H01000013074 9

ARTICLE XI

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its executive officers and directors, and may indemnify its other employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an executive officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or executive officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, executive officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XIII

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation;

H01000013074 9

provided, however, that, notwithstanding any other provision of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any votes of the holders of any class or series of the stock of this Corporation required by law or by these Articles of Incorporation, the affirmative vote of (a) the holders of at least two-thirds (66 2/3%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class; or (b) a majority of "Disinterested Directors", as defined in Florida Statutes Section 607.0901(1)(h) as in effect on the date hereof, and the holders of at least a majority of the voting power of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal any of Articles VII, X, XI and XII.


Michael V. Mitrione, IncorporatorDATED: January 31, 2001


H01000013074 9

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MotorCar Inn, Inc, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

By: 
Michael V. Mitrione, Vice President

WPB/551661.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB - 1 PM 1:10

H01000013074 9