

Oct.15. 2001 3:26PM CRAIG I. KELLEY, P.A.

No.1881 P. 1/5--

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Fast Cars Leasing, Inc.

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ARTICLES OF INCORPORATION

OF

FAST CARS LEASING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: **FAST CARS LEASING, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence on the date of filing.

ARTICLE III - PURPOSES

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) Shares of Common Stock of no par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already own, shall have the right to purchase their 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 VI - PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal place of business, office address and the mailing address of the corporation is 1655 Palm Beach Lakes Blvd., Suite 1012, West Palm Beach, FL 33401.

ARTICLE VII - DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members. The names and addresses of the First Board of Directors are:

CRAIG I. KELLEY
1655 Palm Beach Lakes Blvd.
Suite 1012
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATORS

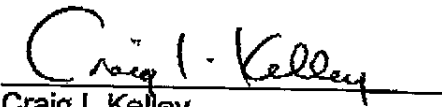
The names and addresses of the incorporators are:

CRAIG I. KELLEY
1655 Palm Beach Lakes Blvd.
Suite 1012
West Palm Beach, FL 33401

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, 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 15th day of October, 2001.


Craig I. Kelley

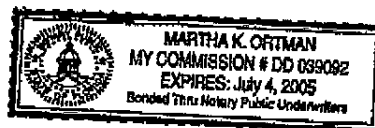
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me personally appeared CRAIG I. KELLEY, who produced a drivers license issued by the State of Florida or is known by me to be the person described in the foregoing instrument, and he acknowledged before me, the execution of said instrument.

WITNESS my hand and seal this 15th day of October, 2001.


Notary Public



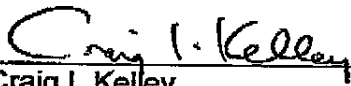
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of the Florida Statutes, the following is submitted, in compliance with
said Statutes:

That FAST CARS LEASING, INC., desiring to organize under the laws of the State
of FLORIDA, with its principal office, as indicated in the Articles of Incorporation at 1655
Palm Beach Lakes Blvd., Suite 1012, West Palm Beach, FL 33401 has named CRAIG I.
KELLEY, 1655 Palm Beach Lakes Blvd., Suite 1012, West Palm Beach, FL 33401, as its
agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at the place designated in this Certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.


Craig I. Kelley
Registered Agent

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