

PO2000037239

LAW OFFICES OF
JESS J. YADO III, P.A.
ATTORNEY AND COUNSELOR AT LAW

ONE URBAN CENTRE, SUITE 750
4830 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609-2522

BUS. (813) 286-4300
FAX (813) 286-4168

March 29, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL., 32314

600005178466--2
-04/01/02--01016--012
*****80.75 *****80.75

Re: Incorporation of: POLO AUTO SALES, INC.

Gentlemen:

Enclosed for filing with your department are the Articles of Incorporation for the proposed captioned corporation. Please certify the additional copy also enclosed and return to this office.

Our check in the amount of \$79.75 is also enclosed in payment of the following:

| | |
|------------------------------|---------|
| Filing fee | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified copy (10 pages) | \$10.75 |

In the event there should be any additional amounts due, please advise and we shall remit immediately.

Yours truly,


Jess J. Yado, III
JJY/me

Enclosures

FILED
02 APR - 1 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE APR - 5 2002

FILED

02 APR -1 AM 10: 23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles Of Incorporation
Of
Polo Auto Sales, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing adopting the following articles of incorporation for the purpose of organizing a business corporation:

ARTICLE ONE

The name of the Corporation ("Corporation") is:
Polo Auto Sales, Inc.

ARTICLE TWO

This Corporation shall have perpetual existence, unless sooner dissolved according to law, commencing on the issuance of the charter.

ARTICLE THREE

This Corporation is organized for the purpose of transacting, conducting, carrying on, operating and engaging in and dealing real and personal property of all kinds and nature, and all things subsidiary, necessary, ancillary and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, and to transact and engage in

any activity or business permitted under the Laws of the State of Florida, and of the United States, including but not limited to the following:

a. To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, inventions, rights, franchises and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, copyrights, or trademarks, any concessions, monopolies, franchises or other rights or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary or agency thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the operations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony or foreign country; and to act as agent or broker for any other person, firm

or corporation in doing any and all acts described herein.

d. To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations, to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in, shares of capital stock of corporation, including this corporation, bonds, debentures, notes or other securities or evidences of indebtedness of any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness, including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE FOUR

The maximum number of shares that this Corporation is authorized to issue is 1000 shares, par value of One Dollar (\$1.00) per share, all of which shall be designated "Common Shares". All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share

thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The initial street address of the Corporation's registered office and principal place of business is 4153 Madison Street, New Port Richey, FL., 34652. The name and address of the initial registered agent of the Corporation is Jess J. Yado, III, 4830 W. Kennedy Blvd., Ste. 750, Tampa, FL., 33609-2522.

ARTICLE SEVEN

This initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial directors are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-------------------|--|
| Anne Rennie | 3156 Shoreline Dr., Clearwater, FL., 33760 |
| Kathryn Wiszowaty | 135 Irwin Street, W., Safety Harbor, FL., 34695 |

ARTICLE EIGHT

The names and street addresses of the officers of this Corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the

Corporation's existence, or until their successors are elected and have qualified are:

| <u>NAME AND OFFICE</u> | <u>STREET ADDRESS</u> |
|--|--|
| Anne Rennie, President | 3156 Shoreline Dr., Clearwater, FL., 33760 |
| Kathryn Wiszowaty, V.Pres., Secretary/Treasurer | 135 Irwin Street, W., Safety Harbor, FL., 34695 |

ARTICLE NINE

Stockholders and members of the Board of Directors may take action on behalf of the Corporation without participating in formal meetings by means of conference telephone or by written consents as may be provided by law.

ARTICLE TEN

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This Corporation shall indemnify it's officers, directors, employees, and agents to the fullest extent permitted by law.

ARTICLE TWELVE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The name and street address of the person signing these Articles of Incorporation as incorporator is Jess J. Yado, III, Esq., 4830 W. Kennedy Blvd. Ste. 750. Tampa, FL., 33609-2522.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 29th day of March, 2002.


Jess J. Yado, III, Esq.

Acceptance of Registered Agent

Having been named to accept service of process for TeleNet, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Jess J. Yado, III, Esq.

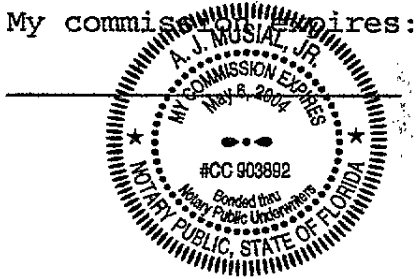
STATE OF FLORIDA :

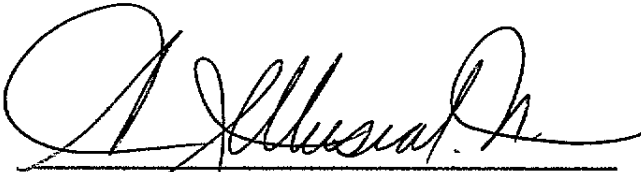
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 29th

day of March, 2002, by Jess J. Yado, III, Esq., who is personally known to me.

My commission expires:




NOTARY PUBLIC, State of Florida
at Large