

APR-30-02 10:46 AM

P. 1

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CARIBBEAN AUTOMOTIVE GROUP, INC.

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P. 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARIBBEAN AUTOMOTIVE GROUP, INC.
a Florida corporation

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article One

Name

The name of the corporation shall be: CARIBBEAN AUTOMOTIVE GROUP, INC.
its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

Article Two

Duration

The term of existence of the Corporation is perpetual. The corporate existence shall commence on the filing of these articles by the Department of State.

Article Three

Purpose

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To loan money on real and personal property;
- (b) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or

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ERIC J. DORER, P.A.
30 N.E. THIRD ST.
FORT LAUDERDALE, FL 33301
FLA. BAR No. 745091

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any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same by mortgage, bond or otherwise.;

(c) To act as Trustee for any form of property, claim or right;

(d) To do any and all of the things herein set forth and any and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and re-issue any of the shares of its capital stock.

Article Four
Common Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock with a par value of \$1.00 per share.

Article Five
Principal Office

The principal office of this corporation will be located at 5353 North U.S. Highway One, Suite 204, Fort Lauderdale, Broward County, Florida 33308.

Article Six
Incorporator

The name and address of the person signing these Articles is: ERIC J. DORER, ESQUIRE, 30 Northeast Third Street, Fort Lauderdale, Broward County, Florida 33301.

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Article Seven
Directors

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

| | |
|------------------------|---|
| ERIC J. DORER, | 5353 North U.S. Highway One, Suite 204 Fort Lauderdale, FL 33308 |
| GREGORY BORUCH | 5353 North U.S. Highway One, Suite 204 Fort Lauderdale, FL 33308 |
| L. CHRISTINE WATERBURY | 5353 North U.S. Highway One, Suite 204 Fort Lauderdale, FL 33308 |

Article Eight
Registered Agent

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

ERIC J. DORER, ESQUIRE
5353 North U.S. Highway One, Suite 204
Fort Lauderdale, Florida 33308

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First. That CARIBBEAN AUTOMOTIVE GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office located at 5353 North U.S. Highway One, Suite 204, Fort Lauderdale, Broward County, Florida 33308, has named ERIC J. DORER,


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ESQUIRE, as its agent to accept service of process within this State at the following office address: 5353 North U.S. Highway One, Suite 204, Fort Lauderdale, Florida 33308.

Acknowledgment:

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


ERIC J. DORER, ESQUIRE
Resident Agent
5353 North U.S. Highway One
Suite 204
Fort Lauderdale, FL 33308
(954)489-3973

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TALLAHASSEE, FLORIDA

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Article Nine
Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article Ten

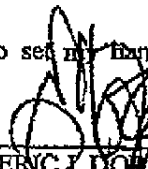
Indemnification of Directors and Officers

The corporation shall indemnify any Director and/or Officer, or any former Director and/or Officer, to the full extent permitted by law.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of
APRIL, 2002.


ERIC J. DORER,
Incorporator and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

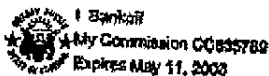
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared ERIC J. DORER, who is personally known by me, and he acknowledged that he executed the foregoing Articles of Incorporation as Incorporator and initial Registered Agent, and he did/did not take an oath.

WITNESS my hand and official seal in the County and State named above, this 30th day of APRIL, 2002.


Notary Public, State of Florida

I. BANKOFF
(Typed or printed name of acknowledgee)

My Commission Expires;



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