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TRANSMITTAL LETTER

FILED
02 MAY -2 PM 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-05/03/02--01010--004
*****87.50 *****87.50

SUBJECT: BELOW BOOK MOTORCARS INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: RAFAEL GARCIA
Name (Printed or typed)

1342 FLOWERS POINT LANE
Address

ORLANDO, FL. 32825
City, State & Zip

(407) 908-0010
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

05/17 ✓

**ARTICLES OF INCORPORATION
OF
BELOW BOOK MOTORCARS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE 1-NAME

The name of the Corporation is **Below Book Motorcars, Inc.**,
(hereinafter, "Corporation").

ARTICLE 2-PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1342 Flowers Point Lane, Orlando, Florida 32825 and the mailing address is the same.

ARTICLE 3-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4-INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Rafael Garcia
1342 Flowers Point Lane
Orlando, FL. 32825

ARTICLE 5-OFFICERS

The officers of the Corporation shall be:

President: Antonio Lorusso
Secretary: Antonio Lorusso
Treasurer: Antonio Lorusso

whose address shall be the same as the principal office of the Corporation.

ARTICLE 6-DIRECTOR(S)

The Director(s) of the Corporation shall be:

Antonio Lorusso

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7-CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500) shares** of common stock, each share having the par value of **ONE DOLLAR (1.00)**.
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

ARTICLE 8-SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of this Corporation.

ARTICLE 9-POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10-TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 1342 Flowers Point Lane, Orlando, Florida 32825. The name and address of the registered agent of this Corporation is Rafael Garcia, 1342 Flowers Point Lane, Orlando, Florida 32825.

ARTICLE 12-AMENDMENT

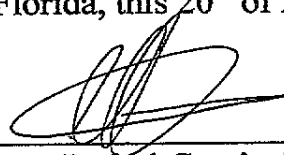
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 13-INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporations request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of

another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable in the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th of April, 2002.



Rafael Garcia, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Rafael Garcia, Registered Agent

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