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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 AUG 20 AM 8:23

PR 8/2

Michel Desrosiers
SFL Auto Brokers Inc.
14420 NE 6 Ave #210
Miami, FL 33161.
August 2003

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

Subject: Contact Information.

We have just received your letter requesting a telephone number and address where we can be reached during working hours. The address where we can be reached during working hours is the same as the above address and the telephone number is (786) 201-5136.

Sincerely,

A handwritten signature in black ink, appearing to read "M Desrosiers", written in a cursive style.

Michel Desrosiers
President



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 13, 2003

MICHEL L DESROSIERS
14420 NE 6TH AVE #210
MIAMI, FL 33161

SUBJECT: SFL AUTO BROKERS
Ref. Number: W03000023003

We have received your document for SFL AUTO BROKERS, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must state the number of shares of authorized stock.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 903A00046133

ARTICLES OF INCORPORATION
OF
SFL AUTO BROKERS Inc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 AUG 20 AM 8:23

The undersigned hereby associates, for the purpose of becoming a corporation under laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the information, rights, privileges, immunities and liabilities of corporation for profit.

Article I

The name of the corporation is SFL AUTO BROKERS Inc.

The principal place of business for this corporation is: 14420 NE 6TH Avenue #210, NORTH MIAMI, FL 33161

Article II

The general nature of the business to be conducted and carried on by this corporation is:

- (a) any and all business permitted under the laws of the United States and the State of Florida.
- (b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that is not to conduct a banking, railroad, canal, telephone, telegraph or cemetery company, state fair and exposition.
- (c) The foregoing shall be construed as independent businesses and the enumeration of any specific business shall not restrict any other business of the corporation.
- (d) The corporation, shall in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.
- (e) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.
- (f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
- (g) (1) the corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus

(2) to the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own share, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro-rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or canceled.

(3) notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of

- (a) eliminating fractional shares.
- (b) Collecting or compromising indebtedness to the corporation.
- (c) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- (d) Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by the redemption or by purchase at not to exceed the redemption price

(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent

(h) the corporation may keep books of the company outside the State of Florida, except as may otherwise be provided by law.

- (i) the company may make by-laws not inconsistent with the Constitution of laws of the United States, the State of Florida, or with these Articles of Incorporation.
- (j) The corporation shall have full power and lawful authority to issue, execute, assign, and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.
- (k) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation as to which the stockholders of the corporation deem necessary and/or proper for the best interest of the corporation
- (l) The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in no way limited or restricted, by reference to, or interference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

Article III

- (a) the stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.
- (b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 at \$1.00 par value each and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued there under, said offering of this stock under the said provisions of the Internal Revenue Code to continue for a period not greater than two years from the acceptance of these Articles of Incorporation by the Sate of Florida.
- (c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

- (d) There shall be pre-emptive rights to acquire un-issued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to or acquiring shares. Stock in other corporations in going businesses may be purchased by the corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than \$100.00.

ARTICLE V

The existence of this corporation is perpetual

ARTICLE VI

The name and street address of the initial registered agent and registered permanent office of this corporation is : DESROSIERS MICHEL 14420 NE 6TH AVENUE #210, NORTH MIAMI, FL 33161

However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State Of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The corporation shall have 4 directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one.

- (a) in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to
1. To make, alter, amend, or repeal the by-laws of the corporation.
 2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation
 3. To set apart, out of any funds of the corporation available for dividends a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.
 4. When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a stockholder's meeting duly called for that purpose or when authorized by the written consent of the holders of all voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration which may be in

whole, or in part, shares of stock in and/or other securities of any other corporation, as the Board of Directors shall deem expedient and for the best interests of the corporation

ARTICLE VIII

The names and street addresses of the first Board of Directors are:

NAME	ADDRESS
DESROSIERS LUC EDDY	14420 NE 6 TH AVE # 210 NORTH MIAMI, FL 33161
DESROSIERS STONN	8550 N SHERMAN CIRCLE # 508 MIRAMAR FL 33025
DESROSIERS MICHEL	14420 NE 6 TH AVE #210 NORTH MIAMI, FL 33161
FIRMIN FRED	477 NE 140 ST NORTH MIAMI, FL 33161

ARTICLE IX

The name and street address of the subscriber and incorporator of these Articles of Incorporation is

DESROSIERS MICHEL	14420 NE 6 TH AVENUE #210, N. MIAMI, FL 33161
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Article X

- (a) In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors is expressly authorized to make, and to alter and amend the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this corporation.
- (b) This corporation may, in its by-laws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the Statutes.
- (c) No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are interested in, or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer, or officers individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm association or corporation shall be affected in, invalidated by reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested; directors when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

IN WITNESS WHEREOF, the party to these Articles of Incorporation has hereunto set his hand and seal this 18 day of August, AD, 2003.


DESROSIERS MICHEL
Incorporator

STATE OF FLORIDA
COUNTY OF MIAM-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County name above, to take acknowledgements personally appeared MICHEL DESROSIERS to me known to be the person described in the foregoing Articles of Incorporation as the subscriber in, and who executed the same.

WITNESS my hand and official seal in the County and State named above this _____ day of _____ 2003.

My Commission Expires:

NOTARY PUBLIC

PRINTED NOTARY SIGNATURE

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 AUG 20 AM 8:23

ACKNOWLEDGEMENT

(Must be signed by Designated Registered Agent)

SFL AUTO BROKERS Inc.

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

By: _____



MICHEL DESROSIERS

(Registered Agent)