

To: Fla Dept of State
Subject: 000638.3712

From: Katie Worsch

Thursday, April 21, 2005 1:10 PM Page: 1 of 4

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : COREDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARA ENGINE SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CARA ENGINE SERVICES, INC.**

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of Chapter 607 and/or 621 F.S. of the State of Florida, does hereby certify as follows:

ARTICLE I: The name of the corporation (which is hereinafter referred to as the "Corporation") is Cara Engine Services, Inc.

ARTICLE II: The principal business/mailling address of the Corporation is 3230 W Prospect Rd, Suite 170, Ft. Lauderdale, FL 33309.

ARTICLE III: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida law.

ARTICLE IV: The total number of shares of all classes of stock which the Corporation is authorized to issue is Ten Thousand (10,000), all of which shares shall be Common Stock with no par value. Such Common Stock shall be of one class, without series, and each share of Common Stock shall be identical to every other share of Common Stock with respect to voting rights, dividend rights, liquidation rights and every other kind of right, power or privilege.

ARTICLE V: The name, address, and title of initial officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>MAILING ADDRESS</u>
Mr. Joseph P. Farrell	President	3230 W Prospect Road, Suite 170, Ft. Lauderdale, FL 33309

ARTICLE VI: The name and Florida address of the registered agent is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
National Corporate Research Ltd., Inc.	103 N. Meridian Street Tallahassee, FL 32301

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ARTICLE VII: The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Mr. Joseph P. Farrell	3230 W Prospect Road Suite 170 Ft. Lauderdale, FL 33309

ARTICLE VIII: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the

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corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ARTICLE IX: Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE X: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit.

.....
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.

Wayne Randolph VP
Signature/Registered Agent

4/20/05
Date

[Signature]
Signature/Incorporator

4/20/05
Date

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