

Division of Corporations

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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION

UNIVERSAL AUTO AUCTIONS INC.

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## ARTICLES OF INCORPORATION

OF

## UNIVERSAL AUTO AUCTIONS INC.

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE IName

The name of the corporation is UNIVERSAL AUTO AUCTIONS INC. (the "Corporation").

ARTICLE IIPurpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IIIAuthorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$0.001 per share.

ARTICLE IVAddress

The principal office and mailing address of the corporation is 845 Kokomo Key Lane, Delray Beach, FL 33843.

ARTICLE VRegistered Office and Agent

The street address of the corporation's initial registered office is 777 South Flagler Drive, West Tower Suite 800, West Palm Beach, FL 33401. The name of the initial registered agent at such office is Steven S. Newburgh, Esq., Fowler White Burnett, P.A.

ARTICLE VIIndemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or

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proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VII Incorporator

The name and address of the incorporator of the corporation are Steven S. Newburgh, Esq., 777 South Flagler Drive, West Tower Suite 800, West Palm Beach, FL 33401.

#### ARTICLE VIII Board of Directors

All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a Board of Directors comprised of not less than two (2) directors, but which may be comprised of any number in excess thereof, as provided in the By-Laws. Directors will be elected by a majority vote of the existing Board of Directors, or as provided in the By-Laws.

The names and addresses of the initial Board of Directors who are to serve until the first election thereof are:

Peter M. Altman  
845 Kokomo Key Lane  
Delray Beach, FL 33843

Wendy L. Altman  
845 Kokomo Key Lane  
Delray Beach, FL 33843

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ARTICLE IX  
Officers

The policies and operations of this Corporation shall be executed by a President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at its annual meeting to be held at such time and place as shall be prescribed by the By-Laws.

The names and addresses of the officers who are to serve until the first election thereof are:

Peter M. Altman

President

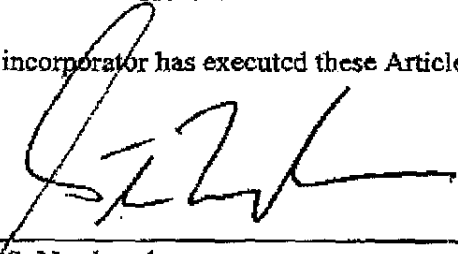
Wendy L. Altman

Secretary

Peter M. Altman

Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of January, 2006.

  
\_\_\_\_\_  
Steven S. Newburgh

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ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Steven S. Newburgh

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