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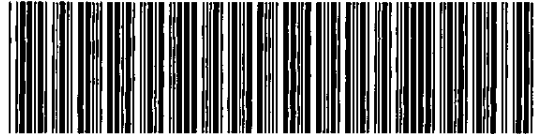
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 21 2008

COVER LETTER

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

SUBJECT: NEW CAR CASTLE 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: JOHN MATAUCET
Name (Printed or typed)

4500 140th AVE N STE 101
Address

CLEARWATER FL 33762
City, State & Zip

727-723-7862
Daytime Telephone number

SECRETARY OF
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION OF NEW CAR CASTLE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - Name

The name of the Corporation is **NEW CAR CASTLE, INC.**, (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4500 140th Ave North, STE 101, Clearwater, Florida 33762 and the mailing address is the same.

ARTICLE III - PURPOSE

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

ARTICLE IV - SHARES

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 the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right

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CLERK OF CIRCUIT
TALLAHASSEE, FLORIDA

to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided/ however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends/ qualifications, or term or conditions of redemption of the stock.

ARTICLE V – OFFICERS

The Officers of the Corporation shall be:

President: John Matalucci

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

ARTICLE VI – REGISTERED AGENT

The initial address of the registered agent of this Corporation is John Matalucci, 4500 140th Ave North, STE 101, Clearwater, Florida 33762. The name and address of the registered agent of this Corporation is John Matalucci, 4500 140th Ave North, STE 101, Clearwater, Florida 33762

ARTICLE VII – INCORPORATOR

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

John Matalucci
4500 140th Ave North, STE 101
Clearwater, Florida 33762

ARTICLE VIII – 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 the Corporation.

ARTICLE IX – 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 X – TERM OF EXISTANCE

The Corporation shall have perpetual existence.

ARTICLE XI – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII – AMENDMENT

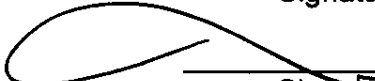
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by 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.

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.

 JOHN MATALUCCI
Signature/Registered Agent

4/16/08
Date

 JOHN MATALUCCI
Signature/Incorporator

4/16/08
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA