

P080000093316

Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

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DOMESTICATION

American Auto Exchange, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$128.75

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BM 10/16/08

CERTIFICATE OF DOMESTICATION


The undersigned, Jose A. Santos, Jr., Vice President,
(Name) (Title)

of American Auto Exchange, Inc., a foreign corporation,
(Corporation Name)
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 4, 2001.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Texas.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was American Auto Exchange, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is American Auto Exchange, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Texas.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Vice President, of American Auto Exchange, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 15th day of October, 2008.


(Authorized Signature) Jose A. Santos, Jr.

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN AUTO EXCHANGE, INC.**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I
NAME**

The name of the corporation shall be: American Auto Exchange, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business address is: 500 Jim Moran Blvd., Deerfield Beach, Florida 33442

**ARTICLE III
MAILING ADDRESS**

The mailing address is: 100 Jim Moran Blvd., Legal Dept. Mail Drop JMPDF018, Deerfield Beach, Florida 33442

**ARTICLE IV
DURATION**

The period of its duration is perpetual.

**ARTICLE V
PURPOSE**

The purpose or purposes for which the corporation is organized shall be the transaction of any or all lawful business or businesses for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE VI
CAPITAL STOCK**

- (a) Authorized Shares. The Corporation shall have authority to issue Five Hundred Thousand (500,000) in aggregate number of shares, which shares shall be designated the "Common Stock", and each such share of this class shall have a par value of \$0.001.
- (b) Voting. Each share of Common Stock shall be entitled to one (1) vote in any vote by the shareholders. Cumulative voting shall be prohibited in all instances.

ARTICLE VII
NO SHAREHOLDER PREEMPTIVE RIGHTS

No shareholder of the Corporation shall, by reason of such shareholder holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of any class of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance for sale of any such shares or such notes, debentures, bonds, or other securities would adversely affect the dividend or voting rights of such shareholder, other than such rights, if any, as the Board of Directors, in its discretion, may grant to the shareholders to purchase such additional, unissued, or treasury securities; and the Corporation may issue or sell additional unissued or treasury shares of any class of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering the same in whole or in part to the existing shareholders of any class.

ARTICLE VIII
REGISTERED OFFICE

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Registered Agent: CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE IX
DIRECTORS

The number of directors of the Corporation will be at least one (1) and not more than five (5). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until otherwise replaced pursuant to the terms of the Stockholder's Agreement or until their successors be elected and qualify are:

<u>Directors</u>	<u>Address</u>
Colin W. Brown	100 Jim Moran Blvd. Deerfield Beach FL 33442
H. Scott Barrett	100 Jim Moran Blvd. Deerfield Beach FL 33442
Mark S. Walter	100 Jim Moran Blvd. Deerfield Beach FL 33442

ARTICLE X
BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter, repeal, amend and rescind the Bylaws of the Corporation, subject to the power of the shareholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors.

ARTICLE XI
ELECTION OF DIRECTORS

The election of the directors of the Board of Directors of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall so provide. All elections of members of the Board of Directors of the Corporation shall be enacted in accordance with the terms of the Stockholders' Agreement, so long as such agreement remains in effect.

ARTICLE XII
CALL OF SPECIAL MEETING OF SHAREHOLDERS

Special meeting of the shareholders, for any purpose or purposes, unless otherwise prescribed by law, these Articles of Incorporation or the Bylaws, may be called (a) by the President of the Corporation, the Board of Directors, or such other person or persons as may be authorized in the Bylaws, or (b) by the holders of record at least fifty percent (50%) percent of all the shares entitled to vote at the proposed special meeting.

ARTICLE XIII
VOTING; SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV
LIMITATION OF LIABILITY

No person shall be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in such person's capacity as a director;

provided, however, that the foregoing shall not eliminate or limit the liability of a director to the extent the director is found liable (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for any act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or any act or omission that involves intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) for any act or omission for which a director's liability is expressly provided by statute. If the Florida Business Corporation Act or any other statute is amended or becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent by such statute, as so amended or effective. Any repeal or modification of the provisions of this Article XIV by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XV **INDEMNIFICATION**

The Corporation shall, to the full extent permitted by law, (a) indemnify any person who was, is or is threatened to be made a named defendant or respondent to any threatened, pending, or completed action suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding, because such person is or was a [stockholder,] director or officer of the Corporation, or, while a [stockholder,] director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by such person in connection with such action, suit, or proceeding and (b) advance reasonable expenses to such person in connection with such action, suit or proceeding. The rights provided in this Article XV shall not be deemed exclusive of any other rights permitted by law to which such person may be entitled under any provision of the Bylaws, action of the Board of Directors, an agreement, or otherwise.

ARTICLE XVI **CORPORATE POWER**

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and the designations,

preferences and rights of whatsoever nature conferred upon shareholder, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereinafter amended are granted subject to the right reserved in this Article XVI.

ARTICLE XVII
INCORPORATOR

The name and address of the Incorporator is: Jose A. Santos, Jr.
100 Jim Moran Blvd.
Deerfield Beach, Florida 33442

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.

CT Corporation System

By: Connie Bryan Dated: October 15, 2008

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

Incorporator: Jose A. Santos, Jr.

Dated: October 15, 2008

Name: Jose A. Santos, Jr.
Title: Vice President, General Counsel
& Secretary

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