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2011 JUN 15 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Law Office Of  
**HAWKINS & GORDON**

*A Partnership of Professional Limited Liability Companies*

William E. Hawkins, Jr., Esq.\*

Clayton B. Gordon, Esq. ‡

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June 14, 2011

*Via Federal Express*

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

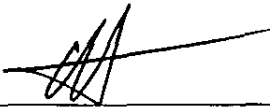
**RE: CAR NERDZ, INC.**

To Whom it May Concern:

Enclosed please find an original and copy of the Articles of Incorporation for the above named company and a check in the amount of **\$78.75** for filing. Please file the original and return a certified copy to me.

Thank you for your assistance and should you have any questions, please do not hesitate to call me.

Very truly yours,



William E. Hawkins, Jr.

WEH/tar

Enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CAR NERDZ, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

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TALLAHASSEE, FLORIDA

**ARTICLE I – NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is **Car Nerdz, Inc.** The principal place of business and mailing address of this corporation's initial office is 144 Victorian Lane, Jupiter, FL 33458.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date shall be upon the filing of these Articles of Incorporation with the State of Florida. The duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at \$1.00 par value per share. Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

**ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

**ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person who is to serve as director until the first annual

meeting of shareholders, or until their successors are elected and qualified, is/are:

<u>Name</u>	<u>Address</u>
Aleksey Veselov	144 Victorian Lane Jupiter, Fl 33485

#### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William E. Hawkins, Jr., Esq.	50 S. U.S. Hwy One, Suite 306 Jupiter, Florida, 33477

#### **ARTICLE X - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

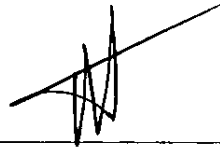
Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

#### **ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

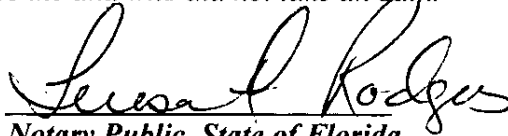
DATED: June 14, 2011



William E. Hawkins, Jr., Esq.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 2011 by **William E. Hawkins, Jr.**, who is personally known to me and who did not take an oath.



Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

[SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

*In compliance with the Florida Statutes, the following is submitted:*

**Car Nerdz, Inc.**, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

**William E. Hawkins, Jr., Esq.**

**50 S. U.S. Highway One  
Suite 306, Jupiter, Florida, 33477**

*as its agent to accept service of process within Florida, and as its Statutory Registered Agent.*

**ACKNOWLEDGMENT AND ACCEPTANCE**

*Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.*

DATED: June 14, 2011

  
William E. Hawkins, Jr., Esq.  
Registered Agent

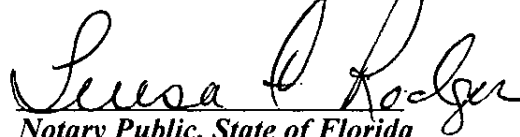
STATE OF FLORIDA  
COUNTY OF PALM BEACH

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TALLAHASSEE, FLORIDA

*The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 2011, by William E. Hawkins, Jr. who is personally known to me and who did not take an oath.*



[SEAL]

  
Teresa A. Rodgers  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_