

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service To: Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 1 1995 358

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY _____

CK No. _____

WALK-IN
Will Pick Up

RE: Esperanza Reed Auto Sales, Inc.

C.C. FEE. DISBURSED

Capital Express™

Art. of Inc. File

Corp. Name Change

J. Part. (s) _____

Foreign C. File

() C. (s) _____

Art. of Inc. File

Resolution Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. _____ Copies

Courier Service

Shipping/Handling

Phone () _____

Top Priority _____

Express Mail Prep _____

FAX () _____ pgs

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
ESPERANCIA USED AUTO SALES, INC.**

FILED
95 FEB -1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **ESPERANCIA USED AUTO SALES, INC.**

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or as hereafter provided.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries.
2. To transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To purchase and sell vehicles.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock the corporation authorized to issue is 100 shares of stocks at \$10.00 par value.

ARTICLE V. REGISTERED OFFICE

The name and address of the initial registered agent and office are as follows:

Registered Agent:
Initial Office Address:

Anne G. Telasco, ESQ.
1st Nationwide Building
633 N.E. 167th Street
Suite 304
North Miami Beach, Fl.
33162

ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or authority.

ARTICLE VII. SUBSCRIBER

The names and addresses of the persons signing these articles of incorporation as a subscribers are:

- 1) FRANKEL PIERRE
9122 N.W. 3rd Avenue
Miami, Florida 33150
President, Secretary & Director
- 2) AUGUSTIN SENECHARLES
237 N.E. 171st Terrace
N. Miami Beach, Florida 33162
Vice President, Treasurer & Director

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

- 1) FRANKEL PIERRE
9122 N.W. 3rd Avenue
Miami, Florida 33150
President, Secretary & Director
- 2) AUGUSTIN SENECHARLES
237 N.E. 171st Terrace
N. Miami Beach, Florida 33162
Vice President, Treasurer & Director

ARTICLE IX. DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

- 1) FRANKEL PIERRE
9122 N.W. 3rd Avenue
Miami, Florida 33150
President, Secretary & Director
- 2) AUGUSTIN SENECHARLES
237 N.E. 171st Terrace
N. Miami Beach, Florida 33162
Vice President, Treasurer & Director

ARTICLE X. BY LAWS

The internal affairs of the corporation to be regulated and managed in accordance with the by-laws of the corporation as adopted by its shareholders.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business are:

389 N.W. 69th Street
Miami, Florida 33138

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XIV. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, The action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by bylaws. (FS S607.111).

ARTICLE XVII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions or the issue of the shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are

directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX. ISSUANCE OF CORPORATION CHECKS

All checks issued by the Corporation must be signed by the two initial directors in order to be valid. Any director who violates the provision of this Article shall be liable to the Corporation to the extent of damages suffered by the Corporation as a result of issuance of said check or checks.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this 25th day of January 1995.

FRANKEL PIERRE, Incorporator

FI # P 600-240-48-448-0

AUGUSTIN SENECHARLES, Incorporator

FI Driver # S 526-000-40-369-0

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FRANKEL PIERRE and AUGUSTIN SENECHARLES, who after first being duly sworn, depose and say, under oath, that they are the incorporators named in the foregoing Articles of Incorporation, that they have read the Articles of Incorporation, and they executed the same freely and voluntarily and for the uses and purpose therein described.

The foregoing instrument was acknowledge before me this 25th day of February, 1995. FRANKEL PIERRE and AUGUSTIN SENECHARLES, who produced their current Florida Driver's Licenses as identification.

Jan. 15, 1995.

My commission expires:



OFFICIAL SEAL
ANNE G. TELASCO
My Commission Expires
Nov. 22, 1996
Comm. No. CC 242685

[Signature]
Signature of Notary

Anne Georges Telasco
Name of Notary, Typed,
Printed or Stamped

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.034, Florida
statutes (1979), the following is submitted.

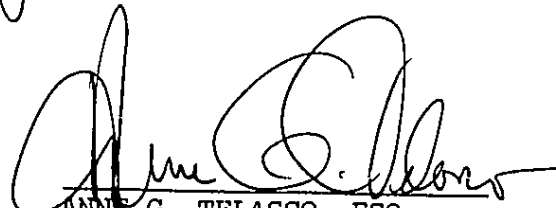
1. That ESPERANCIA USED AUTO SALES, INC., desiring to
qualify under the laws of the State of Florida, with
its principal place of business at Miami, Dade
County, Florida has appointed ANNE G. TELASCO, ESQ.
as its Registered Agent to accept Service of process
within the state of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to
comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

DATE this 25th day of January,
1995.



ANNE G. TELASCO, ESQ.
Registered Agent

FILED
FEB - 1 AM 10:09
SECRETARY OF STATE
STATE OF FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N. HENDRICKS JAN 30 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 1/29 3:00

RE: Experiencia Used
Auto Sales, Inc.

C.C. FEE. DISBURSED

Capital Express™
Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
☒ () Cert. Copy(s) photo

Art. of Amend. File
Dissolution/Withdrawal

C U S - 900001700639

Fictitious Name File -01/29/96--01077--016

****\$35.00 ****\$35.00

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval

File No.'s _____ Copies _____

Courier Service _____

Shipping/Handling _____

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
RECEIVED
96 JAN 29 AM 8 35
96 JAN 29 PM 2 33
TALLAHASSEE, FL
DIVISION OF CORPORATE AFFAIRS

ARTICLES OF DISSOLUTION

FILED

96 JAN 29 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is ESPERANCIA USED AUTO SALES, INC.

SECOND: The articles of incorporation were filed on FEBRUARY 1, 1995

THIRD: (check one)

- ☒ None of the corporation's shares have been issued.
☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (check one)

- ☐ A majority of the incorporators authorized the dissolution.
☒ A majority of the directors authorized the dissolution.

Signed this 18th day of January, 1996

Signature Augustin Senecharles
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

AUGUSTIN SENECHARLES
(Typed or printed name)

VICE-PRESIDENT
(Title)