

795000040349

Lawrence A. Freeman

Telephone 305-377-9355
Facsimile 305-377-9358

FILED
95 MAY 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Suite 1270 Sun Bank Building
One S.E. 3rd Avenue
Miami, Florida 33131, U.S.A.

May 17, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500001494755
-05/19/95--01074--002
****122.50 ****122.50

Re: ARO CARIBBEAN MOTOR SERVICES INC.

Dear Sir or Madam:

Enclosed herewith for filing are one original and one duplicate original of the Articles of Incorporation and Acceptance of Registered Agent for ARO CARIBBEAN MOTOR SERVICES INC. Also enclosed is a check in the amount of \$122.50 to cover the filing fee (\$35.00), the Registered Agent Designation (\$35.00) and the certified copy (\$52.50).

Please send the certified copy of the Articles of Incorporation to this office at the above address.

Thank you for your assistance in this matter. If you have any questions, please feel free to call upon me.

Sincerely,

Lawrence A. Freeman

Enclosure

LAF/gd

EFFECTIVE DATE

5/17/95

A76

5-22

ARTICLES OF INCORPORATION

OF

ARO CARIBBEAN MOTOR SERVICES INC.

FILED
95 MAY 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act (1993), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is ARO CARIBBEAN MOTOR SERVICES INC.

ARTICLE II

Principle office / mailing address

The principle office / mailing address is: One S.E. 3rd Avenue, #1270, Miami, Florida 33131.

ARTICLE III

Duration

The corporation is to exist perpetually commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IIV

Purpose

This corporation is organized for the following purposes:

A. To engage in any and all kinds and sorts of commercial, industrial and agricultural enterprises calculated or designed to

EFFECTIVE DATE

5-17-95

be profitable to this Corporation; except that it is not to directly conduct a banking, safe deposit, trust, insurance (other than agency), surety, express, railroad, canal, telegraph, telephone or cemetery business, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition;

B. To generally engage in, do and perform any enterprise, act or vocation which a natural person might or could do or perform;

C. To engage in the manufacture, sale, purchase, holding, importing and exporting of merchandise and personal property of all manner and description; to act as principals or agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the Corporation, or as factor, agent, procurer or otherwise for and on behalf of another;

D. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with, goods, ware, merchandise and real and personal property (tangible or intangible) of every class, kind and description;

E. To buy, hold, mortgage, sell, improve, construct upon, lease or otherwise acquire or dispose of real and personal property (tangible or intangible) of every class, kind and description, anywhere in the world;

F. To contract debts and borrow money, to issue and sell or

pledge bonds, debentures, notes and other evidences or indebtedness, and execute mortgages, transfers of corporate property, or any other instruments to secure the payment of corporate indebtedness as required;

G. To purchase the corporate assets of any other corporation and engage in the same or other character or business;

H. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by and state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges or ownership, including the right to vote stock;

I. To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency or agency thereof;

J. To purchase, hold and reissue any of the shares of its capital stock;

K. In general, to do each and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to carry on any activity and all lawful business, and to have all powers in

connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

ARTICLE V

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be designated as "Common Shares" with a par value of \$1.00.

ARTICLE VI

Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribed to or acquire shares of any such unissued or treasury shares.

ARTICLE VII

Registered Office and Agent

The street address of the initial registered office of this Corporation is: Suite 1270, One S.E. Third Avenue, Miami, Florida 33131, and the name of the initial registered agent at said address is Lawrence A. Freeman.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time-to-time by the By-Laws but shall never be less than one (1). The name and address of the initial Director(s) of this Corporation are:

Lawrence A. Freeman
One S.E. 3rd Avenue, #1270
Miami, Florida 33131

Mark Wiener
1200 South Pine Island Road, #320
Plantation, Florida 33324

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Lawrence A. Freeman
One S.E. 3rd Avenue, #1270
Miami, Florida 33131

ARTICLE X

By-Laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is

subject to this intervention.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of May, 1995.



INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF Dade)

BEFORE ME, the undersigned authority, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence A. Freeman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17th day of March, 1995.



NOTARY PUBLIC

My Commission Expires:

| |
|--|
| OFFICIAL NOTARY SEAL ARIONE R RICHARD NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC263183 MY COMMISSION EXP. MAR. 7, 1997 |
|--|

CERTIFICATE OF RESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
of ARO CARIBBEAN MOTOR SERVICES INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, 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. I accept the obligations and duties of Section 607.0505, Florida Statutes, (1993).

Signature _____

Date: May 17, 1995

FILED
95 MAY 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA