

P95000060442

TRANSMITTAL LETTER

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

SUBJECT: Y & S AUTO BROKERS, INC.

Enclosed is an original and one copy of the articles of incorporation and our check for \$ 70.00.

FROM: Jose R. Carvajal
4712 S.W. 74th Avenue
Miami, Florida 33155

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FILED
CLERK OF DISTRICT COURT
FLORIDA

ARTICLES OF INCORPORATION

Y & S AUTO BROKERS, INC.

The undersigned subscribers to these Articles of Incorporation of Y & S AUTO BROKERS, INC., a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is Y & S AUTO BROKERS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purpose for which this Corporation is organized is as follows:

- a. To engage in the sale of automobiles.
- b. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interest in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with

any other persons, firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although to be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purpose and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01. Numbers of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having the par value of one dollar (\$1.00).

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid in for cash, services or property at a just value

to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

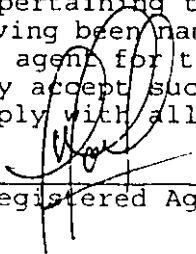
Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract of transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 6.01. Registered Office. The address of the initial registered and principal office of the Corporation is 4712 S.W. 74th Avenue, Miami, Florida, 33155.

Section 6.02. Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, Y & S AUTO BROKERS INC., has named Jose R. Carvajal as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporations and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGEMENT: Having been named to accept service process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.



Registered Agent

ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and other issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or decrease of the stated capital of the Corporation.
- (c) Sale of a mayor portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE VIII - DIRECTORS

This Corporation shall have three directors initially:
Juan Alberto Conde, of 4712 S.W. 74th Avenue, Miami, Florida, 33155, Yamile Conde, of 4712 S.W. 74th Avenue, Miami, Florida, 33155, and Jose R. Carvajal, of 4712 S.W. 74th Avenue, Miami, Florida, 33155. The persons named shall hold office for the first year of existence of this Corporation or until her successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE IX - OFFICERS

The initial officers of this Corporation shall be as follows:
PRESIDENT: Juan Alberto Conde; SECRETARY- Jose R. Carvajal; VICE-PRESIDENT- Yamile Conde; TREASURER- Jose R. Carvajal. The persons named as initial officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Jose R. Carvajal, of 4712 S.W. 74th Avenue, Miami, Florida, 33155.

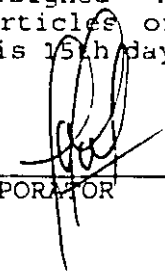
ARTICLE XI - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 15th day of June, 1995.

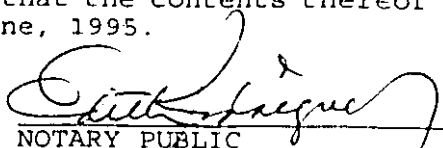


INCORPORATOR

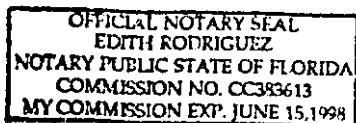
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared the Incorporator herein, who, executed the foregoing Articles of Incorporation and stated on oath that the contents thereof are true and correct, this 15th day of June, 1995.

My commission expires:



NOTARY PUBLIC



P95000060442

TRANSMITTAL LETTER

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*****35.00 *****35.00

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

SUBJECT: Y & S AUTO BROKERS, INC.

Enclosed is an original and one copy of the articles of amendment and a check for \$35.00.

Y & S Auto Brokers, Inc.
4712 S.W. 74th Avenue
Miami, Florida 33155

95 OCT -2 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/9
JWS
Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Y & S AUTO BROKERS, INC.

Y & S AUTO BROKERS, INC.
(present name)

55001-2 AM 9:05
SECTION 607
FALL 1995

PURSUANT TO THE PROVISIONS OF SECTION 607, 1006, FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VIII: BOARD OF DIRECTOR(S)

Juan A. Conde - President/Vice-President/Director
3659 S.W. 99th Ave., Apt. 9
Miami, Florida 33165

ARTICLE XI: REGISTERED RESIDENT AGENT

Juan A. Conde, located at 3659 S.W. 99th Ave., Apt. 9, Miami, FL 33165

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 30, 1995

FOURTH: Adoption of amendment(s) (check one)

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were approved by the shareholders. The numbers of votes cast for the amendment(s) was/were sufficient for approval.

— The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

Signed this 30th day of August, 1995.

By [Signature]
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or Incorporator if adopted by the directors, or incorporators)

JOSE R CAVUJAL
(Typed or printed name)

Sec. TREAS.
(Title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE 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 AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.

SIGNATURE:

[Signature]

DATE:

8/31/95