

P96000012034

LAW OFFICES OF
THOMAS E. GLICK, P.A.
11900 BISCAYNE BOULEVARD, SUITE 740
NORTH MIAMI, FLORIDA 33181

DADIE: (305) 892-1577 • BROWARD: (305) 764-1577 • FACSIMILE: (305) 893-2295

THOMAS E. GLICK*
HOWARD B. WEINSTEIN

*CERTIFIED FEDERAL COURT MEDIATOR
*CERTIFIED CIRCUIT COURT AND FAMILY MEDIATOR

January 31, 1996

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

300001706473
-02/05/96--01077--013
*****70.00 *****70.00

RE: MR. C'S FAST CASH, INC.

To Whom It May Concern:

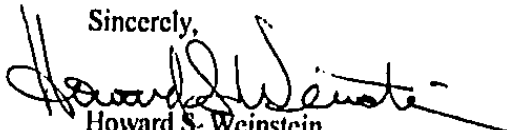
Enclosed are the Articles of Incorporation of the above captioned corporation.

Kindly conform a copy of said Articles, endorse your approval thereon and return one copy to us, as registered agent.

We are enclosing a check in the amount of \$70.00 to cover the filing fee and the registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Sincerely,


Howard S. Weinstein
For the firm

HSW:jrv
encl.

*Called Jill, Secretary
of Howard, consulted
of directors in
art. II.*

FEB - 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB - 5 AM 8:46

FILED

**ARTICLES OF INCORPORATION
FOR
MR. C'S FAST CASH, INC.**

FILED
96 FEB -5 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The subscribers/directors to these Articles of Incorporation, a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is: **MR. C'S FAST CASH, INC.**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

Section 1. Principal Office and mailing address of the Corporation is: 4791B N. Federal Highway, Pompano Beach, FL 33064. The Board of Directors may from time to time move the principal office to any other address within the state of Florida.

Section 2. Registered Agent is: Howard S. Weinstein, Esq. and his street address is: Thomas E. Glick, P.A. 11900 Biscayne Blvd., Suite #740, North Miami, Dade County, Florida 33181.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV. PURPOSE.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition to the foregoing, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire or hold shares or other interests in property (tangible or intangible); Exercise rights arising out of the ownership or possession of property; Sell, hypothecate or otherwise dispose of shares or other interests in, or obligations of the Corporation, individuals, associations, partnerships, other corporations, governments or other legally organized entities;

- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 10,000 at \$.001 par value.

All of said stock may be exchanged for cash, real or personal property, labor or services in lieu of the aforementioned, at a just valuation to be fixed by the Board of Directors of the Corporation.

Section 2. Preemptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any class of shares of the stock of the Corporation now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or any warrants, or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business shall be determined by the initial Board of Directors.

ARTICLE VII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other legal entity, shall be invalidated by reason of the fact that the director or the Corporation has a direct or indirect interest, pecuniary or otherwise, in such other legal entity. Nor shall any contract or transaction be invalidated because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interests of each such director or directors shall have been disclosed to or known by the Board of Directors.

A disinterested majority of the Board of Directors shall have nonetheless ratified and approved such contract or transaction. The interested director or directors may be counted in determining whether a quorum is present for the meeting at which the ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of, or ratification by the stockholders.

ARTICLE IX. INITIAL BOARD OF DIRECTORS & OFFICERS.

This Corporation shall have ~~two~~ (2) directors and officers initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Dana Ross-Cohen,
President

4791B N. Federal Highway
Pompano Beach, FL 33064

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

ARTICLE XI. THE INCORPORATOR.

The name and address of the Incorporator and person executing these Articles of Incorporation is: Dana Ross-Cohen, 4791B N. Federal Highway, Pompano Beach, FL 33064.

ARTICLE XII. INDEMNIFICATION.

The Corporation shall indemnify the Incorporator, any officer or director, or any former officer or director, to the full extent permitted by law for all acts undertaken by the Incorporator, any current or former officer or director while acting in said capacity for the benefit of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of January, 1996.

[Signature]
DANA ROSS-COHEN, Incorporator

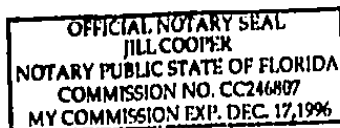
STATE OF FLORIDA
COUNTY OF ~~DADE~~
DADE

BEFORE ME, the undersigned authority, personally appeared DANA ROSS-COHEN, to me personally known and/or having first examined his driver's license # R200-172-69-667-0 as identification, is the person described hereinabove as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal at North Miami

Dade County, Florida, this 31st day of January, 1996.
[City]
[County]

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

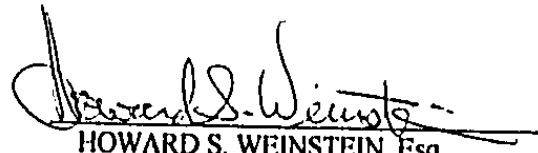


**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED AND DESIGNATION OF ADDRESS
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Florida Statutes §48.091 and Florida Statutes Chapter 607, the following is Certificate of Acceptance of Appointment as Registered Agent and Designation of Address for Service of Process Within this State Upon Whom Process May Be Served is submitted in compliance with said Florida Law.

That **PRESTIGIOUS NAILS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the **City of Miami, County of Dade, State of Florida** having appointed **Howard S. Weinstein, Esq.** as its Registered Agent and hereby designates 11900 Biscayne Blvd., Suite #740, North Miami, County of Dade, State of Florida 33181, as its registered office to accept service of process within this State.

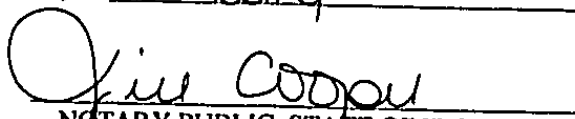
The undersigned having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accepts said appointment, agrees to act in the capacity as the aforementioned Corporation's Registered Agent and agree to comply with the provisions of said Acts relative to keeping the aforementioned registered office open.

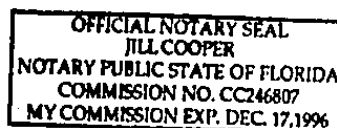

HOWARD S. WEINSTEIN, Esq.
REGISTERED AGENT

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared HOWARD S. WEINSTEIN, Esq. to me personally known as the person described hereinabove as Registered Agent, in and who executed the foregoing Acceptance of Appointment to Registered Agent.

WITNESS, my hand and official seal at North Miami, Dade County, Florida this 20 th day of January, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



FILED
56 FEB -5 AM 8:46
TALLAHASSEE, FLORIDA

P96000012034

OFFICE OF
THOMAS E. GLICK, P.A.
11900 DISCAYNE BOULEVARD, SUITE 740
NORTH MIAMI, FLORIDA 33181

DADE: (305) 892-1577 • BROWARD: (305) 764-1577 • FACSIMILE: (305) 893-2295

THOMAS E. GLICK
HOWARD S. WEINSTEIN

*CERTIFIED FEDERAL COURT MEDIATOR
*CERTIFIED CIRCUIT COURT AND FAMILY MEDIATOR

April 1, 1996

Division of Corporations
Attn: Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

600001768106
-04/03/96--01072--003
*****35.00 *****35.00

Re: **Mr. C's Fast Cash, Inc. -- Document #: P96000012034**
Amendments.

Dear Amendments Clerk:

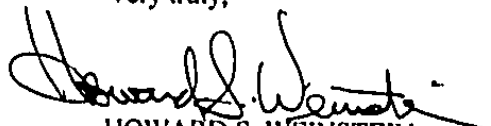
This letter accompanies the enclosed Articles of Amendments of the Articles of Incorporation of Mr. C's Fast Cash, Inc. filed under document number P 96000012034.

As is stated in the articles, the Corporation is changing its name to: **MR. C'S AUTOMENTAL, INC.**

The Corporation is appointing a **Vice President** whose name is: **ALAN GOTTLIEB**

Enclosed is the statutory fee for amendments of \$35.00. Should you have any questions or concerns regarding this transaction, kindly contact the undersigned.

Very truly,



HOWARD S. WEINSTEIN
For the Firm

HSW:ss
enc

OK + Amend
4-3-96
P96000012034

FILED
36 APR -3 PM 1:18
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
MR. C'S FAST CASH, INC.

A Special Meeting of the shareholders of MR. C'S FAST CASH, INC. was held on March 19, 1996 at 1:00 in the afternoon. Pursuant a vote of all of the shareholders of the Corporation, the shareholders of the Corporation unanimously agree that it is in the best interest of the Corporation to amend the Articles of Incorporation as follows:

1. The name of the Corporation shall be changed from MR. C'S FAST CASH, INC. to MR. C'S AUTO RENTAL, INC. per the adoption dated March 19, 1996.

2. Mr. Alan Glick shall be and is appointed Vice President of the Corporation.

By these Articles of Amendment of Articles of Incorporation and the presentment of the fee of \$35.00, the said Corporation requests that the Secretary of State so amend its records to reflect the changes above.

Dated March 19, 1996.

Dana Ross-Cohen

DANA ROSS-COHEN, President

FILED
36 APR -3
PM 1:18
TALLAHASSEE
FLORIDA