

P96000012425

Telephone 305/448-2704
Fax 305/442-1123

Robert A. Brandt
Counselor at Law

Madison Circle Executive Bldg.
3191 Coral Way, Suite 900
Miami, Florida 33145

February 2, 1996

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

300001707139
-02/06/96--01026--009
-****127.00 ****127.00

RE: WAYLO USED CARS, INC.

Ladies and Gentlemen:

Enclosed for filing please find the following:

1. Original and 1 copy of the Articles of Incorporation
2. My client's check in the amount of \$127.00

Please send the return information to me at my office at the above address.

Thank you and if you have any questions do not hesitate to contact me.

Very truly yours,

Robert A. Brandt
(Signed in his absence to prevent
delay in mailing.)

Robert A. Brandt, Esq.

RAB:tf/encl.

WAYLO (l-secst)
#1064

2/9/96

TB

56 FEB -5 AM 8:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
WAYLO USED CARS, INC.**
(a Florida corporation)

FILED
56 FEB - 5 11 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

WAYLO USED CARS, INC.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

EARL PARISEAU
9620 KENDALE BLVD.
MIAMI, FL 33176

This document prepared by:
Robert A. Brandt, Esq.
3191 Coral Way, #900
Miami, FL 33145
Fla. Bar No. 311391

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

EARL PARISEAU
9620 KENDALE BLVD.
MIAMI, FL 33176

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

EARL PARISEAU
9620 KENDALE BLVD.
MIAMI, FL 33176

ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

12496 S.W. 128 STREET, BAY 109
MIAMI, FL 33186

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 1, 1996.



EARL PARISEAU

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That , WAYLO USED CARS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of Dade, State of Florida has named EARL PARISEAU, located at 9620 KENDALE BLVD., MIAMI, FL 33176, County of Dade within this State as registered agent of said corporation.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
EARL PARISEAU
(REGISTERED AGENT)