erman Sonter litt Requestor's Name Address 200-3471 Phone# 7\*CHCHCHCH1 (\$10.09000) 7\* -05/01/96--01026--011 Office\*Ose Only<sup>50</sup> ++++122,50 City/State/Zip CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. Vicarage Motorcars, Inc. 2. (Corporation Name) (Document #) 3. (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk in Pick up time Photocopy Certificate of Status Will wait Mail out NEW FILINGS AMENDMENTS Profit Amendment Resignation of R.A., Officer/Director NonProfit Limited Liability Change of Registered Agent Dissolution/Withdrawal Domestication Other Merger REGISTRATION/ OTHER FILINGS OUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

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Examiner's Initials

# ARTICLES OF INCORPORATION OF VICARAGE MOTORCARS, INC.

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LALLMING AT FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I

# NAME

The name of the corporation is Vicarage Motorcars, Inc.

#### ARTICLE II

# PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 3952 Douglas Road, Miami, Florida 33133.

# ARTICLE III

#### CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

#### ARTICLE IV

# INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131. The name of the corporation's initial registered agent at that office is American Information Services, Inc.

## ARTICLE V

# INCORPORATOR

The name and street address of the incorporator of the corporation is Andrew M. Smulian, One S.E. Third Avenue, 27th Floor, Miami 33131.

# ARTICLE VI

# INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Anthony Parkinson

3952 Douglas Road, Miami, FL 33133

## ARTICLE VII

# INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of April, 1996.

Andrew M. Smulian, Incorporator

# CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Vicarage Motorcars, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 24th day of April, 1996.

American Information Serivces, Inc.

Christopher M. Nelson, President

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