

SCOTT F. BARNETT, CHARTERED
Attorney and Counselor at Law

Old Hyde Park,
611 West Azeele Street
Tampa, Florida 33606-2201
Tel. (813) 251-1624
Fax (813) 254-8579
Email: SFBarnett@aol.com

Scott F. Barnett, J.D., LL.M.

August 14, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Corporation: AUTOS ONLINE, INC.
Our File No.:

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced corporation.
2. A check in the amount of \$122.50 made payable to the Secretary of State to cover the appropriate filing fees.
3. A copy of a name reservation form reserving the name "AUTOS ONLINE, INC." issued to CSC Networks on June 26, 1996. CSC Networks applied for the name reservation on behalf of the principals of the AUTOS ONLINE, INC. filing the attached articles of incorporation.

Please file the Articles of Incorporation and return to the undersigned your Certificate of Incorporation and certified copy of the Articles of Incorporation.

If you have any questions whatsoever, please do not hesitate to contact the undersigned.
Thank you in advance for your cooperation.

SCOTT F. BARNETT, Chartered

By:

SCOTT F. BARNETT, J.D., LL.M.

Enclosures

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BSB

SCOTT B. BARNETT, Chartered
Attorney and Counselor at Law

Off Hyde Park
611 West Azeele Street
Tampa, Florida, 33606-2205
Tel. (813) 251-1624
Fax (813) 254-8579
Email SBarnett@aol.com

Scott B. Barnett, J.D., LL.M.

Bronda,

Here is the money for Autos Onliho, Inc..

Name reservation release to follow.

Susan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1996

SCOTT F. BARNETT, CHARTARED
611 WEST AZEELE STREET
TAMPA, FL 33606-2205

SUBJECT: AUTOS ONLINE INC.
Ref. Number: W96000017246

We have received your document for AUTOS ONLINE INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00040354

RELEASE OF RESERVATION OF NAME

I, Victoria A. Santini, having reserved the name "AUTOS ONLINE, INC." for the purpose of forming a corporation by such name within the State of Florida, do hereby release such reservation of name to Scott F. Barnett, Esquire, for the purpose of forming a corporation of such name.

Victoria A. Santini

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me by Victoria A. Santini who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

WITNESS my hand and seal, this YES day of SEPTEMBER, 1996

[Signature]
Notary Public



GREGORY L. MAYBACK
My Commission OC477292
Expires Jun. 28, 1999
Bonded by HAI
800-422-1888

**ARTICLES OF INCORPORATION
OF
AUTOS ONLINE, INC.**

FILED
96 AUG 30 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: AUTOS ONLINE, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in 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.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

9072 Villa Portofino Circle

Boon Raton, Florida 33434

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

- A. The street address of the initial registered office of this Corporation is:

SCOTT F. BARNETT, Chartered
611 West Azeele Street
Tampa, Florida 33606-2205

- B. The name of the initial Registered Agent of this Corporation at such address is:

Scott F. Barnett, J.D., LL.M.

ARTICLE VII - 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 bylaws but shall never be less than one. The name and address of the initial Director(s) of this Corporation are:

Kenneth Mishkin, M.D.
Nicholas Monteleone

ARTICLE VIII - INCORPORATOR

- A. The name of the person signing these Articles is:

Scott F. Barnett, J.D., LL.M.

- B. The address of the person signing these Articles of Incorporation is:

SCOTT F. BARNETT, Chartered
611 West Azeele Street
Tampa, Florida 33606-2205

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of

Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or

transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of December, 1992.


SCOTT F. BARNETT, J.D., LL.M.

STATE OF FLORIDA :

COUNTY OF HILLSBOROUGH :

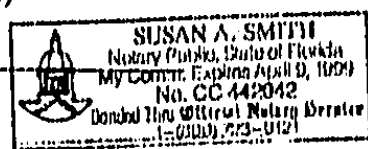
THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of Aug, 1999, by SCOTT F. BARNETT, J.D., LL.M., who X is personally known to me or has produced as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]

Susan A. Smith
Notary Public

Susan A. Smith
(Printed Name of Notary)

Commission Expires: _____

(Serial Number, if any)



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for AUTOS ONLINE, INC. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.

Scott F. Barnett
SCOTT F. BARNETT, J.D., LL.M.

FILED
96 AUG 30 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA