

P96000073307

JOSEPH K. SINGER, P. A.
ATTORNEY AT LAW
UNIVERSITY PARK • SUITE 114
1201 NORTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

JOSEPH K. SINGER, J.D., LL.M. (TAX)
ALSO ADMITTED D.C. TAX COURT

FILED
96 AUG 30 1996
FBI - TAMPA
11-0448

August 27, 1996

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

100001937091
-08/30/96--01077--006
****122.50 ****122.50

Re: **FIRST CHOICE MOTOR CAR COMPANY**

Dear Sir or Madam:

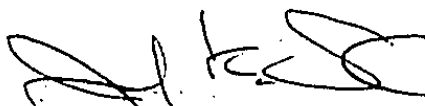
I am enclosing herewith an original and a copy of the Articles of Incorporation and Statement of Designation of Registered Agent for the above-named corporation. In addition, a check, in the sum of \$ 122.50, is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Designation of Registered agent	<u>\$ 35.00</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

JOSEPH K. SINGER, P.A.


Joseph K. Singer, Esq.

Enclosures

SEP 4 1996

ARTICLES OF INCORPORATION
OF
FIRST CHOICE MOTOR CAR COMPANY

FILED
95 AUG 30 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

FIRST CHOICE MOTOR CAR COMPANY.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:
To transact any and all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue.

ARTICLE V - PREEMPTIVE RIGHTS

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 VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation is 201 North University Drive, Suite 114, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is JOSEPH K. SINGER, ESQ. The street address of the initial principal office of this Corporation is c/o Joseph K. Singer, P.A., 201 North University Drive, Suite 114, Plantation, Florida 33324.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or diminished from time to time pursuant to the By-Laws of this corporation, however there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial director of this Corporation is:

DARYL SMITH
c/o Joseph K. Singer, P.A.
201 North University Drive, Suite 114
Plantation, Florida 33324

ARTICLE VIII - INCORPORATOR

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

DARYL SMITH
c/o Joseph K. Singer, P.A.
201 North University Drive, Suite 114
Plantation, Florida 33324

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI - TAX ELECTION

This corporation, within the time provided for by law, shall make a Subchapter "S" election pursuant to § 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the § 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 17 day of August, 1996.



DARYL SMITH, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DARYL SMITH, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

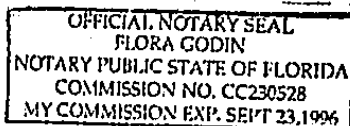
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid. The foregoing instrument was acknowledged before me this 17 day of August, 1996, by DARYL SMITH, who (is personally known to me) produced a Florida Driver's License as identification) and who did (not) take an oath.

(S E A L)

My Commission Expires:



PRINT NAME: FLORA GODIN
Notary Public, State of Florida
Commission Number CC 230528



**DESIGNATION OF REGISTERED AGENT FOR:
FIRST CHOICE MOTOR CAR COMPANY**

FIRST CHOICE MOTOR CAR COMPANY, in compliance with Section §607.0501, Florida Statutes, a corporation desiring to organize and qualify under the laws of the State of Florida, hereby names, **JOSEPH K. SINGER, ESQ.**, located at 201 North University Drive, Suite 114, Plantation, Florida 33324, as its agent to accept service of process within Florida.

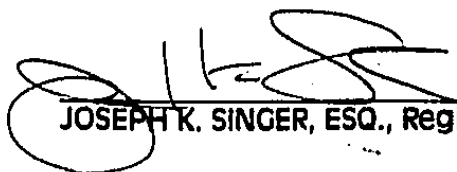
DATED: August 17, 1996


DARYL SMITH, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties.

DATED: August 27, 1996


JOSEPH K. SINGER, ESQ., Registered Agent

FILED
96 AUG 30 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000073307

JOSEPH K. SINGER, P. A.
ATTORNEY AT LAW
UNIVERSITY PARK - SUITE 114
201 NORTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33064

JOSEPH K. SINGER, J.D., LL.M. (TAX)
ALSO ADMITTED U.S. TAX COURT

TELEPHONE
(305) 474-8440

October 11, 1996

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

500001973375--2
-10/15/96--01019--009
*****87.50 *****87.50

Re: **FIRST CHOICE MOTOR CAR COMPANY**

Dear Sir or Madam:

I am enclosing herewith an original and a copy of the Articles of Amendment for the above-named corporation. In addition, a check, in the sum of \$ 87.50, is enclosed which represents the following:

Filing fee
Certified copy
Total

SH 10/16
\$ 35.00
\$ 52.50
\$ 87.50

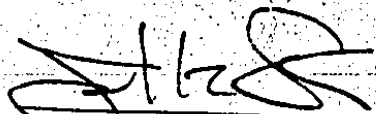
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96 OCT 14 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Amendment and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

JOSEPH K. SINGER, P.A.


Joseph K. Singer, Esq.

Enclosures

**ARTICLES OF AMENDMENT
OF
FIRST CHOICE MOTOR CAR COMPANY**

ARTICLE I - NAME

The name of this Corporation is FIRST CHOICE MOTOR CAR COMPANY

ARTICLE II - AUTHORITY

Pursuant to the provisions of Florida Statutes § 607.1006, the corporation adopts the hereinafter enumerated amendments to its Articles of Incorporation.

ARTICLE III - AMENDMENTS

A. The original Articles of Incorporation for this corporation were filed on August 30th, 1996 and assigned document number P96000073307.

B. The sole director of the corporation is presently DARYL SMITH. The Articles of Incorporation are herein amended to appoint the following person as a Director, and President, of the corporation:

CYNTHIA SMITH
581 Gettysburg Terrace
Plantation, FL 33325

C. DARYL SMITH hereby tenders his resignation as a director and officer of this corporation. Said resignation to be effective subsequent to execution of these Articles of Amendment at midnight, October 11th, 1996.

ARTICLE III - ADOPTION

These Articles of Amendment were adopted October 11th, 1996, by DARYL SMITH, who is the sole director of the corporation. This Amendment was approved by 100% of the Shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned sole director of the corporation executed these Articles of Amendment this 11th day of October, 1996.



DARYL SMITH, Director/President

FILED
96 OCT 14 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DARYL SMITH, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of October, 1996.

Maria A. Singer

MARIA A. SINGER,
NOTARY PUBLIC, STATE OF FLORIDA
Commission Number CC 415814

My commission expires:



MARIA A. SINGER
My Commission CC415814
Expires Dec. 03, 1998
Bonded by NFNU
800-324-6368