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Louis C. Anderson
ATTORNEY AT LAW

FILED
SEP 9 9 21 3 47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 6, 1996

Return to
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Via Federal Express

Attorney's Title Insurance Fund, Inc.
660 East Jefferson, Suite 200
Tallahassee, FL 32301
ATTN: BARBARA KEYS

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****122.50 ****122.50

Re: *Filing Articles of Incorporation for
City Cars USA, Inc.*

Dear Ms. Keys:

Enclosed please find the following for filing the above Articles of Incorporation.:

1. Articles of Incorporation for City Cars USA, Inc.
2. Our check for \$10.00 to Attorney's Title Insurance Fund, Inc. for filing fees.
3. Our check for \$122.50 to the State of Florida, Division of Corporations, for the filing fee (\$35.00), designation of registered agent (\$35.00) and a certified copy (\$52.50).

Please see that the above Articles are filed, and the certified copy returned to this office. If you have any questions, please contact us immediately as our client needs to have these Articles filed by September 10th. Thank you.

Sincerely,

LOUIS C. ANDERSON
Attorney at Law

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
CITY CARS USA, INC.**

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STATE
CORPORATION

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

ARTICLE I. CORPORATE NAME.

The name of the Corporation ("Corporation") shall be: *CITY CARS USA, INC.*

ARTICLE II. TERM OF EXISTENCE.

The existence of the Corporation shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this Corporation shall be:

*2430 East Commercial Blvd
Ft. Lauderdale, Florida 33308.*

ARTICLE IV. NATURE OF BUSINESS AND POWERS.

This Corporation is organized for the purpose of purchase and sale of automobiles for import and export, and any and all other lawful business.

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI. PRE-EMPTIVE RIGHTS

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

ARTICLE VII. REGISTERED AGENT AND ADDRESS.

The name and street address of the Corporation's initial Registered Agent and Registered Office is:

LOUIS C. ANDERSON, ESQ.
224 Commercial Blvd, Ste 310
Lauderdale-by-the-Sea, Florida 33308-4443.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. BOARD OF DIRECTORS.

The initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve on the initial Board of Directors is:

CHRISTIAN GRAEFE
2430 East Commercial Blvd
Ft. Lauderdale, Florida 33308.

The number of Directors may be either increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX. INCORPORATORS.

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

CHRISTIAN GRAEFE
2430 East Commercial Blvd
Ft. Lauderdale, Florida 33308.

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FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X. BYLAWS.

The power to adopt, alter, amend or appeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XIII AMENDMENT.

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

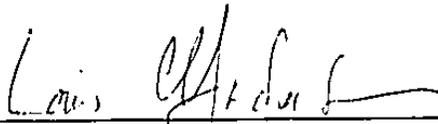
The undersigned Incorporator has executed these Articles of Incorporation this 6th day of September, 1996.



CHRISTIAN GRAEFE, Incorporator

**Acceptance of Registered Agent Designated
in Articles of Incorporation**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0501(3), Florida Statutes.

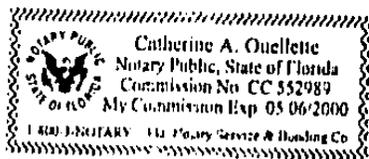


LOUIS C. ANDERSON

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **CHRISTIAN GRAEFE** who is known by me to be the person who executed the foregoing Articles of Incorporation, and **CHRISTIAN GRAEFE** acknowledged before me that he executed those Articles of Incorporation for the purposes therein stated.

WITNESS my hand and official seal this ^{10th} day of September, 1996.



Catherine A. Ouellette

NOTARY PUBLIC

Name: *Catherine A. Ouellette*

Commission No. *CC 552989*

My Commission Expires *5/6/2000*

NOTARY PUBLIC
STATE OF FLORIDA

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