

P960000090150

Mr. Padraic Eoin Mulvihill
Suite 104 - The Atlantic Building
8761 Perimeter Park Blvd.
Jacksonville, FL 32216
(904) 564 - 2400

Via Federal Express
Private and Confidential
October 24, 1996

Florida Department of State
"New Filings Section"
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-10/30/96--01113--010
*****70.00 *****70.00

re: Incorporation of The CarCITY USA Corporation

Gentlemen:

- (1) A set of the Articles of Incorporation for "The CarCITY USA Corporation" is enclosed.
- (2) Enclosed is a check for \$70.00 (payment for a "without certified copy") to pay for the initial incorporation fees.

If you have any questions, please call me at: (904) 564 - 2400. Thank you in advance for your kind assistance.

Sincerely,



Padraic Eoin Mulvihill
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 30 AM 11:29

9/11/96

CERTIFICATE OF INCORPORATION
OF
The CarCITY USA Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 30 AM 11:29

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be: **The CarCITY USA Corporation.**

The address of the principal office of this corporation shall be: Suite 104 - The Atlantic Bldg., 8761 Perimeter Park Blvd., Jacksonville, Florida 32216.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of Five Million (5,000,000) shares of stock with a par value of One Cent per share (\$0.01) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1,000.00).

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial registered office of this corporation shall be Suite 104 - The Atlantic Bldg., 8761 Perimeter Park Blvd., Jacksonville, Florida 32216. This shall be the registered office and PADRAIC EOIN MULVIHILL shall be the registered agent.

ARTICLE VII

Number of Directors

Initially, this corporation shall have three directors. The By-Laws shall provide for any increase based on a majority vote of the shareholders.

ARTICLE VIII

Name and Post Office Address of the Members of the First Board of Directors

The names and post office addresses of the members of the first board of directors is as follows:

Padraic Eoin Mulvihill - Secretary/Director,
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd.,
Jacksonville, FL 32216;

James R. Johnson - President/Director,
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd.,
Jacksonville, FL 32216;

Patricia D. Smith - Treasurer/Director,
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd.,
Jacksonville, FL 32216.

ARTICLE IX

Restricted Transfer

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event a shareholder cannot provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$0.01 per share.

ARTICLE X

Amendments

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this 11th day of October, 1996.

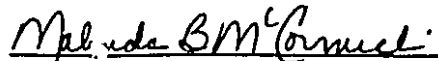


Padraic Eoin Mulvihill

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Padraic Eoin Mulvihill, who is the person known to me to be the person described in and who executed the foregoing Certificate of Incorporation, for The CarCITY USA Corporation, and he acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, Florida this 29 th day of October, 1996.



NOTARY PUBLIC, State of Florida

My commission expires:



Malinda McCormick
MY COMMISSION # CC-44680 EXPIRES
November 11, 1999
BONDED THRU TROY FARM INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 30 AM 11:29

The designated registered agent for The CarCITY USA Corporation, in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that it is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for the completion of the duties arising therefrom. The business address of the registered agent: Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd., Jacksonville, FL 32216.

REGISTERED AGENT


PADRAIC EOIN MULVIHILL

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Padraic Eoin Mulvihill, who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for The CarCITY USA Corporation, a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Jacksonville, Florida this 29 th day of October, 1996.


NOTARY PUBLIC, State of Florida
My commission expires:



Melinda McCormick
MY COMMISSION # CC484680 EXPIRES
November 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.