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T. D. ELLIS, JR., (1987)  
SHERWOOD SPENCER-RETIRED

ROBERT D. BUTLER

W. TINSLEY ELLIS

WILLIAM S. SPENCER

MARK F. BUTLER

ROBERT PAUL KEELEY

JONATHAN E. BRODY

CHAPMAN L. SMITH, JR.

CHARLES D. KYRIAZOS\*

E. PAIGE DRUMMOND BRODY

JOHN C. PRIMEAU

\*ALSO ADMITTED IN NEW YORK

November 7, 1996

Office of Secretary of State  
Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: *Kwik Kar Auto Sales & Leasing, Inc.*  
*Our File No: 050175.4*

200002004712--0  
-11/14/96--01077--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporation.

Also enclosed is a check in the amount of \$70.00 representing the filing fee for the enclosed documents. Please forward a filing receipt to our office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Very truly yours,

  
ROBERT PAUL KEELEY

Enclosures

/bsl

cc: Mr. Gary Wilson

NOV 19 1996

BSB

FILED  
96 NOV 14 AM 9:02  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
KWIK KAR AUTO SALES & LEASING, INC.

FILED

96 NOV 14 AM 9:02

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

**Article I: Name**

The name of the corporation shall be Kwik Kar Auto Sales & Leasing, Inc.

**Article II: Principal Office**

The principal place of business and mailing address of this corporation shall be 1169 Avocet Road, Delray Beach, Florida 33444

**Article III: Shares**

This corporation is authorized to issue a total of 1,000 shares of stock.

**Article IV: Initial Registered Agent and Street Address**

The name and address of the initial registered agent is:

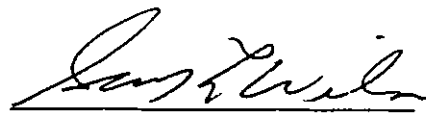
Gary Wilson  
1169 Avocet Road  
Delray Beach, Florida 33444

**Article V: Incorporator**

The name and street address of the incorporator to these Articles of Incorporation is:

Gary Wilson  
1169 Avocet Road  
Delray Beach, Florida 33444

The undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of October 1996.

  
GARY WILSON

FILED

96 NOV 14 AM 9:02

SEAL  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF THE REGISTERED  
AGENT AND REGISTERED OFFICE OF  
KWIK KAR AUTO SALES & LEASING, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, KWIK KAR AUTO SALES & LEASING, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name and address of the registered agent and office for the corporation is:

Gary Wilson  
1169 Avocet Road  
Delray Beach, Florida 33444

**Acceptance of Appointment of Registered Agent**

Having been named as registered agent and to accept service of process for KWIK KAR AUTO SALES & LEASING, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11 day of October, 1996.

BY:   
ROBERT PAUL KEELEY

MEMBER:  
FLORIDA INSTITUTE AND  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

*Charles Alan Ross, P.A.*  
*Certified Public Accountant*

P96000094340

May 22, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002191498--3  
-05/27/97--01076--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Kwik Kar Auto Sales & Leasing, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above-referenced corporation along with a check for the \$35 processing fee.

Should you have any questions, please feel free to contact me.

Thank you.

Sincerely,



CHARLES ALAN ROSS

jcl:enc.

cc: Mr. Gary Wilson

*OK*  
*PROCESSED*  
*RECEIVED*  
*5-27-97*  
*APR*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

KWIK KAR AUTO SALES & LEASING INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1 THE NAME OF THE CORPORATION

SHALL BE

REPLICAR TECHNOLOGIES CORP.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

CHANGE REGISTERED AGENT.  
SEE ATTACHED CERTIFICATE

THIRD: The date of each amendment's adoption: 13<sup>th</sup> OF MAY 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13<sup>th</sup> day of May, 19 97

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GARY L. WILSON

Typed or printed name

Executive Vice President

Title

CERTIFICATE OF DESIGNATION OF THE REGISTERED  
AGENT AND REGISTERED OFFICE OF  
REPLICAR TECHNOLOGIES CORP.

PURSUANT TO THE PROVISIONS OF PARAGRAPH 607.0501,  
FLORIDA STATUTES, REPLICAR TECHNOLOGIES CORP., A CORPORATION  
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS  
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT  
AND OFFICE IN THE STATE OF FLORIDA.

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND  
OFFICE FOR THE CORPORATION IS:

CHARLES ALAN ROSS, P.A.  
3845 SOUTHWEST 41<sup>ST</sup> STREET  
PEMBROKE PARK, FL 33023

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT  
SERVICE OF PROCESS FOR REPLICAR TECHNOLOGIES CORP., AT THE  
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE  
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS  
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 13<sup>TH</sup> DAY OF MAY, 1997.

BY: 

CHARLES ALAN ROSS

MITCHELL VITELLA  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES JANUARY 12, 1999  
NO. 00434397

