

Richard E. Hill
6074 N.W. 30th Way
Boca Raton, FL 33496
(561) 998-3884

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January 15, 1997 VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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-01/16/97--01092--009
***122.50 ***122.50

Re: Articles of Incorporation of CarCaps, Inc. (Florida domestic)

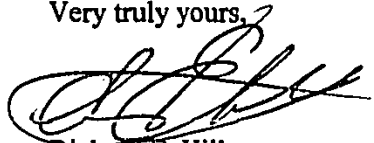
Dear Sir:

Enclosed is a duplicate set of Articles of Incorporation of CarCaps, Inc., a Florida corporation.

Also enclosed is payment in the amount of \$122.50 representing \$70.00 for filing the Articles of Incorporation and \$52.50 for a certified copy of the filed Articles for return to the undersigned.

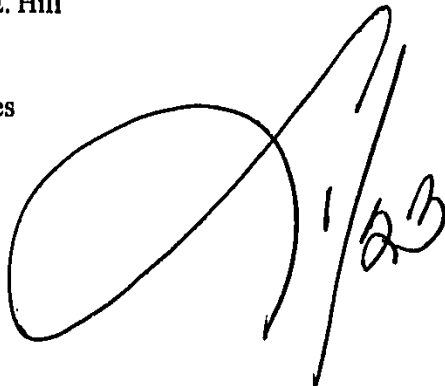
Thank you for your assistance in this matter.

Very truly yours,



Richard E. Hill
President

Enclosures



FILED
97 JAN 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CARCAPS, INC.

FILED
97 JAN 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is CARCAPS, INC. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 6074 N.W. 30th Way, Boca Raton, Florida 33496 and its Registered Agent is Richard E. Hill at that address.

ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be one (1).

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation are: Richard E. Hill, 6074 N.W. 30th Way, Boca Raton, Florida 33496.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. DIRECTORS

The name and addresses of the initial director of the Corporation are:

Richard E. Hill

6074 N.W. 30th Way
Boca Raton, Florida 33496

ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

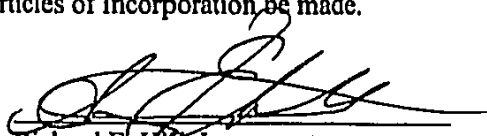
Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII. INDEMNIFICATION

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

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.


Richard E. Hill, Incorporator

