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TO, DIVISION OF CORPORATIONS

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FROM, GUNSTER, YOAKLEY, ET AL. (FT. LAUDERDALE)  
CONTACT, MARY BLACKFORD CHERRY  
PHONE, (407)650-0728

ACCT#, 076117000420

FAX #, (854)523-1722

NAME, CARSMART INTERNATIONAL, INC.

AUDIT NUMBER.....H9700002423

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
CARSMART INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Carsmart International, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be: 5676 Funston Street,  
Hollywood, Florida 33023.

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Danielle DeVito-Hurley, Esq.

FL Bar No: 0063614

Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.

500 E. Broward Blvd., Suite 1400

Ft. Lauderdale, FL 33394

(954) 462-2000

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The mailing address of this corporation shall be: 5676 Funston Street, Hollywood, Florida 33023.

#### Article V

##### Capital Stock

The corporation is authorized to issue One Hundred (100) shares of 01/100 Dollars (\$.01) par value per share common stock.

#### Article VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6100 Hollywood Boulevard, Suite 309, Hollywood, Florida 33024 and the name of the initial registered agent of this corporation at the address is Marjorie B. Cortez. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

#### Article VII

##### Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are listed below:

Carlton M. Francis 909 N.W. 107th Avenue, Pembroke Pines, Florida 33026

Marjorie B. Cortez: 909 N.W. 107th Avenue, Pembroke Pines, Florida 33026

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**Article VIII**

**Incorporator(s)**

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

Danielle DeVito-Hurley 500 E. Broward Blvd., Suite 1400  
Ft. Lauderdale, Florida 33394

**Article IX**

**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X**

**Indemnification**

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; and the indemnification provided

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for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; and shall continue as to a person who has ceased to be a director, officer, employee or agent; and shall inure to the benefit of the heirs, executors and administrators of such a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

##### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### Article XII

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
Danielle DeVito-Hurley, Incorporated

DATED: February 10, 1997

02/10/97 MON 17:19 FAX 19547639855  
02/10/1997 14:07 3543528000  
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PAGE 52 0006  
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for CARSMART INTERNATIONAL, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

By: \_\_\_\_\_

Marjorie B. Cortez

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