

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**FILED**  
97 FEB 27 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL FEB 27 1997

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN Will Pick Up 2/27/2000

RE: One Stop Car of Florida, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
ONE STOP CAR OF FLORIDA, INC.**

**FILED**

97 FEB 27 PM 2:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is ONE STOP CAR OF FLORIDA, INC.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 5020 Rosamond Drive, Orlando, FL 32808. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1. The Board of

Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Joseph A. Camillo  
5020 Rosamond Drive  
Orlando, FL 32808

President/Director

#### **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

#### **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

#### **ARTICLE IX SHAREHOLDERS**

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**SUBSCRIBER**

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

Eric P. Littman  
8th Floor  
1428 Brickell Avenue  
Miami, FL 33131

**ARTICLE XII**  
**CONTRACTS**

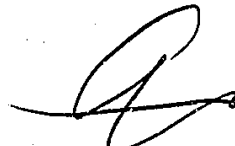
No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII**  
**RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:

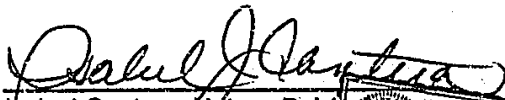
Eric P. Littman  
1428 Brickell Avenue  
8th Floor  
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles  
of Incorporation this on February 25, 1997.



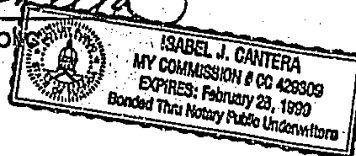
Eric P. Littman, Subscriber

Subscribed and Sworn on February 25, 1997  
Before me:



Isabel Cantera, Notary Public

My Commission Expires:





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

97 FEB 27 PM 2:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for ONE STOP CAR OF FLORIDA, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Eric P. Littman