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Dandar & Dandar

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

March 21, 1997

1009 NORTH O'BRIEN STREET  
TAMPA FLORIDA 33607  
MAILING ADDRESS  
POST OFFICE BOX 24597  
TAMPA FLORIDA 33623-4597

PHONE (813) 289-3858  
FAX (813) 287-0895

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: URCARGO, INC.  
OUR FILE NO.

300002122373--  
-03/24/97--01177--016  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed herein please find original and one copy of Articles of Incorporation of URCARGO, INC. for filing and issuance of a certified copy. Also enclosed is our check in the amount of \$122.50.

Thank you for your assistance.

Sincerely yours,

*Donna M. West*

Donna M. West  
Paralegal

EFFECTIVE DATE  
3-25-97

/dmw

Enclosures

97 MAR 24 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

See 3/27

ARTICLES OF INCORPORATION  
OF  
URCARCO, INC.

APPROVED  
AND  
FILED  
97 MAR 24 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

EFFECTIVE DATE  
3-25-97

NAME OF CORPORATION

The name of the corporation is **URCARCO, INC.** .

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the 25th day of March, 1997.

ARTICLE III

PURPOSE OF CORPORATION

This corporation is organized for the purpose of buying and selling of used cars and for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

1. The maximum number of shares of stock authorized to be issued by this corporation is 100 shares of common stock, all of which shall have the par value of \$1.00 per share, and all of which shall have the same rights and privileges.

2. Each share of common stock shall entitle the holder to one vote at any shareholder's meeting and to otherwise participate in any such meetings and in the assets

of the corporation, and such shares of common stock shall be fully paid and non-assessable. Such shares of common stock shall be paid for in lawful money of the United States of America or in property, labor or services, at a fair and just evaluation to be fixed by this corporation's shareholders acting as an executive committee of the corporation as to the value of the property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

## **ARTICLE V**

### **ADDRESS AND RESIDENT AGENT**

The street address of the initial registered office of this corporation is 1206 West Coral Street, Tampa, Florida 33602, and the initial registered agent of this corporation at such address shall be ARTHUR RAMIREZ.

## **ARTICLE VI**

### **SUBSCRIBERS**

The names and residences of the subscribers to these Articles of Incorporation of are:

<b><u>NAMES</u></b>	<b><u>ADDRESS</u></b>
ARTHUR RAMIREZ	1206 West Coral Street Tampa, Florida 33602
MITCHELL KATZ	4152 Staffordshire Drive Lakeland, Florida 33809

## **ARTICLE VII**

### **OFFICERS**

1. The officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer. The names of the persons who are to serve as officers of the corporation are:

PRESIDENT/TREASURER	ARTHUR RAMIREZ
VICE-PRESIDENT/SECRETARY	MITCHELL KATZ

2. The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the By-laws of the corporation.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

1. The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have two (2) directors initially which may be increased from time to time by the By-Laws, but shall never been less than two directors. The Board of Directors shall be members of the corporation and elected to hold office in accordance with the By-laws.

2. The names and addresses of the persons who are to serve as directors for the first year or until the first annual meeting of the corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ARTHUR RAMIEZ	1206 West Coral Street Tampa, Florida 33602
MITCHELL KATZ	4152 Staffordshire Drive Lakeland, Florida 33809

## **ARTICLE IX**

### **BY-LAWS OF CORPORATION**

1. The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

## **ARTICLE X**

### **POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

## **ARTICLE XI**

### **DISTRIBUTION OF STOCK**

The shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

ARTHUR RAMIREZ	50
MITCHELL KATZ	50

ARTICLE XII

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this \_\_\_\_ day of February, 1997.



ARTHUR RAMIREZ




MITCHELL KATZ

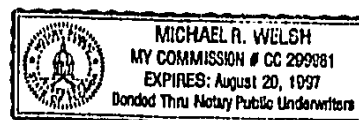
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ARTHUR RAMIREZ, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day <sup>March</sup> of February, 1997.

  
NOTARY PUBLIC *Michael R. Welsh*  
My commission expires:

*Id by FL Dr. Lic*



STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared MITCHELL KATZ known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day  
March  
of February, 1997.

Michael R Welsh  
NOTARY PUBLIC  
My commission expires: Michael R Welsh  
Id by Fl Dr. Lic



ACCEPTANCE OF REGISTERED AGENT

I hereby agree as Registered Agent of URCARCO, INC. to accept service of process and to comply with all requirements of law.

Arthur Ramirez  
ARTHUR RAMIREZ

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process within the State, Naming Agent upon Whom Process may be served and Names and Addresses of Officers and Directors.

APPROVED  
AND  
FILED  
97 MAR 24 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with  
Chapter 48.091, Florida Statutes

URCARCO, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1206 West Coral Street, in the City of Tampa, County of Hillsborough, State of Florida, has named ARTHUR RAMIREZ, located at 1206 West Coral Street, Tampa, State of Florida, as its agent to accept service of process within the state.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR RAMIREZ President/Treasurer	1206 West Coral Street Tampa, Florida 33602
MITCHELL KATZ Vice President/Secretary	4152 Staffordshire Drive Lakeland, Florida 33809

DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR RAMIREZ	1206 West Coral Street Tampa, Florida 33602
MITCHELL KATZ	4152 Staffordshire Drive Lakeland, Florida 33809

  
ARTHUR RAMIREZ, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

DATED: 3/20/97

  
ARTHUR RAMIREZ  
Registered Agent