

P97000072145

12:34 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000013642 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AUTO DIRECT, INC.

AUDIT NUMBER.....H97000013642

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>: 8/19/97

elp F1 Option Menu F2

NUM

Connect: 00:04:17

*[Handwritten signature]*

FILED  
97 AUG 20 PM 12:45  
U.S. DISTRICT COURT  
MIDDLE DISTRICT  
FLORIDA  
MIAMI

Bm 8/20/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 19, 1997

EMPIRE

SUBJECT: AUTO DIRECT, INC.  
REF: W97000019195

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "AUTO DIRECT, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000013642  
Letter Number: 597A00042009

Articles of Incorporation

of

AUTO DIRECT U.S.A., INC.

497000013642

I, the undersigned subscriber to these Articles of Incorporation, a natural person to make contracts, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida.

Article I

The name of the Corporation shall be AUTO DIRECT U.S.A., INC.

Article II

The purpose of said Corporation shall be:

- A. To engage, consult, make, perform, sell, and to advise in all aspects of the vehicle field.
- B. To act as representatives, advisors, and counselors for others and generally assist in and engage in and to render services in the conduct and sales of all aspects of the vehicle field.
- C. To make and perform contracts of every kind and description suitable, necessary, useful, or advisable in connection with any or all of objects herein.
- D. To conduct business in and have one or more offices in the State of Florida, and all other states and countries; and generally to make and perform contracts of every kind and description for the purpose of accomplishing any of the objects and purposes, or for the purpose of exercising any of the powers of this corporation; to do and perform any other act or thing and to exercise any and all powers which a natural person or persons would do or exercise; and which are now or which may hereafter be authorized by law; and generally to do and perform any and all things necessary or incidental to the performance of any of the powers specifically enumerated herein.

This Document Prepared By:  
THE LAW OFFICE OF Ellen Dee Silvers  
19495 Biscayne Boulevard, Suite 400  
Aventura, FL, 33180, (305) 931-7112  
Florida Bar No. 438928

497000013642

H97000013642

- E. The foregoing provisions shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that said enumerating or specific powers shall not in any way limit or restrict the general powers conferred by the laws of the State of Florida.
- F. To do and perform all acts and conduct business as provided for by Florida Statutes.

### Article III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, par value of One (\$1.00) Dollar each.

### Article IV

The amount of capital with which the Corporation will begin business is Five Hundred (\$500.00) Dollars.

### Article V

The Corporation is to exist perpetually.

### Article VI

The initial post office address of the principal office of the Corporation in the State of Florida and its registered office in the State of Florida is:

18227 N.E. 4<sup>th</sup> Court  
North Miami Beach, Florida 33162

The board of directors may from time to time move the principle office to any other address in the State of Florida.

### Article VII

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1); and subject to such minimum may be increased from time to time by amendment of the By-Laws in a manner not prohibited by law.

H97000013642

497000013642

#### Article VIII

The names and street addresses of the members of the first Board of Directors and the first officers of the Corporation are:

<i>Name</i>	<i>Title</i>	<i>Address</i>
Jeff Kaufman	President Director	2215 S.W. 27 <sup>th</sup> Terrace Coconut Grove, Florida 33133
Jay Goldman	Secretary/Treasurer Director	20939 N.E. 37 <sup>th</sup> Court Aventura, Florida 33180

#### Article IX

The names and addresses of each person signing the Articles of Incorporation as a subscriber, and the number of shares of stock each agrees to take, and the value of the consideration therefore are:

Jeff Kaufman 2215 S.W. 27 <sup>th</sup> Terrace Coconut Grove, Florida 33133	250 shares @ \$1.00 per share
--	-------------------------------

Jay Goldman 20939 N.E. 37 <sup>th</sup> Court Aventura, Florida 33180	250 shares @ \$1.00 per share
---	-------------------------------

#### Article X

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### Article XI

At the election of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

#### Article XII

No contract or other transaction between the Corporation and any other corporation shall be affected

H97000013642

by the fact that any Director of the Corporation is interested in, or is a director or officer of, such other corporation, and any directors, individually or jointly, may be a part to, or may be interested in, any contract or transaction of the Corporation with any person, firm or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association, or corporation in which he may be in any way interested.

#### Article XIII

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

#### Article XIV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to the reservation.

#### Article XV

The Designated Registered Agent is:

Ellen Dee Silvers  
19495 Biscayne Boulevard, Suite 400  
Aventura, Florida 33180

19 IN WITNESS HEREOF, I, the subscriber, have executed these Articles of Incorporation this day of August, 1997.

  
JEFF KAUFMAN  
Director

  
JAY GOLDMAN  
Director

H97000013642

DESIGNATION OF REGISTERED AGENT FOR AUTO DIRECT U.S.A., INC.

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



ELLEN DEE SILVERS  
19495 Biscayne Boulevard  
Suite 400  
Aventura Florida 33180  
(305) 931-7112

97 AUG 20 PM 12:45

CLERK OF COURT  
JANICE L. FLORIDA

H97000013642