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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: UNIVERSAL PRE-OWNED CAR DEALER, INC.  
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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morham**  
Secretary of State

September 17, 1997

FAS-T CORP AGENTS INC

SUBJECT: UNIVERSAL PRE-OWNED CAR DEALER, INC.  
REF: W97000021385

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNIVERSAL PRE-OWNED CAR DEALER, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation shall be: Universal Pre-Owned Car Dealer, Inc.

**Article 2. Address.** The mailing address of the Corporation is 1545 Euclid Avenue, Apartment 3-E, Miami Beach, Florida 33139 and the principal office of the Corporation is 1545 Euclid Avenue, Apartment 3-E, Miami Beach, Florida 33139.

**Article 3. Authorized Shares.** The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one thousand (1000) common shares.

**Article 4. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 1545 Euclid Avenue, Apartment 3-E, Miami Beach, Florida 33319, and the name of its initial registered agent is Turgay Erdem.

**Article 5. Incorporators.** The name and address of the Incorporator is Turgay Erdem, 1545 Euclid Avenue, Apartment 3-E, Miami Beach, Florida 33139.

**Article 6. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**Article 7. Initial Board of Directors.** The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Turgay Erdem

1545 Euclid Avenue, Apartment 3-E  
Miami Beach, Florida 33139

Prepared By: ALI A. GERMI, ESQ.  
10880 N.W. 27th St. Ste. 200  
Miami, Florida 33172  
(305)477-5174  
H97000015362 FL. BAR No. 083461

**Article 8. Par Value.** The shares of the Corporation shall have a par value of one dollar (\$1.00).

**Article 9. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statute Section 607.0850.

**Article 10. Preemptive Rights.** The Corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

**Article 11. Share Transfer Restrictions.** Shares of the Corporation shall be issued to the following person(s) in the following amounts upon payment of the consideration determined by the Board of Directors:

**Shareholder**

**Number of Shares**

Turgay Erdem

One Thousand (1000)

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

**Article 12. Rights of Initial Directors.** Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a shareholder of the Corporation at the time of the amendment.

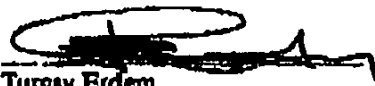
**Article 13. Bylaws.** The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

**Article 14. Cumulative Voting.** All Shareholders or a voting group of Shareholders designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Section 607.0728, Florida Statute, as amended from time to time.

**Article 15. Purposes.** The purpose for which the Corporation is organized is to engage in and transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

**Article 16. Date of Commencement.** In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 16 day of September 1997.

  
Turgay Erdem

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is Universal Pre-Owned Car Dealer, Inc.
2. The name and address of the registered agent and office is:

Turgay Erdem  
1545 Euclid Avenue, Apartment 3-E  
Miami Beach, Florida 33139.

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 as  
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.

  
Turgay Erdem

16.9.1997  
Date

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SECTION 1, STATE  
TALLAHASSEE, FLORIDA