

P97000093286

U.S. AUTO RECYCLERS CORPORATION  
7600 Bryan Dairy Road  
Suite B  
Largo, Florida 33777

October 24, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100002332981--5  
-10/29/97--01100--012  
\*\*\*122.50 \*\*\*122.50

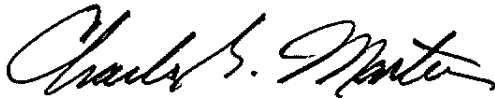
Re: U.S. Auto Recyclers Corporation

EFFECTIVE DATE  
10-24-97

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for U.S. Auto Recyclers Corporation. along with my check in the amount of \$122.50 to cover all fees, including a certified copy of the Articles. If you need any further information, please contact me at (813) 546-2727.

Sincerely,



Charles G. Masters

Encls.

FILED  
97 OCT 29 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/29/97  
10/29/97

**ARTICLES OF INCORPORATION  
OF  
U.S. AUTO RECYCLERS CORPORATION**

**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is U.S. Auto Recyclers Corporation, and its principal office and mailing address is 7600 Bryan Dairy Road, Suite B, Largo, Florida 33777.

**ARTICLE II**

**Commencement of Corporate Existence**

The corporation shall come into existence on October 24, 1997.

**ARTICLE III**

**General Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV**

**Common Capital Stock**

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be ten million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 7600 Bryan Dairy Road, Suite B, Largo, Florida 33777, and the initial registered agent of the corporation at such address is Charles G. Masters.

97 OCT 29 PM 12:32  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
10-24-97

## ARTICLE VI

### Incorporator

The name and address of the corporation's incorporator is:

#### NAME

Charles G. Masters

#### ADDRESS

7600 Bryan Dairy Road, Suite B  
Largo, Florida 33777

## ARTICLE VII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 24th day of October, 1997.

  
Charles G. Masters

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, U.S. Auto Recyclers Corporation, desiring to organize under the laws of the State of Florida, hereby designates Charles G. Masters, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 7600 Bryan Dairy Road, Suite B, Largo, Florida 33777, the business office of its Registered Agent, as its Registered Office.

U.S. AUTO RECYCLERS CORPORATION.

By:   
Charles G. Masters, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

  
Charles G. Masters

97 OCT 29 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED