

P97000094851

Almost New Used Cars, Inc.
200 South Federal Highway, Suite 200
Delray Beach, FL 33483
561-276-3038

Secretary of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

800002337928--4
-11/04/97--01075--010
****122.50 ****122.50

RE: Almost New Used Cars, Inc.

October 31, 1997

Dear Sirs:

Enclosed, please find a check in the amount of \$122.50 in United States funds for the formation of the above mentioned Florida Profit Corporation.

If you have any questions in this matter please contact the registered agent at 954-969-5026.

Thank you in advance for your assistance in this matter.

Nicholas Morino
as Initial Incorporator of Almost New Used Cars, Inc.

FILED
97 NOV -4 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/3/97

ARTICLES OF INCORPORATION
OF
ALMOST NEW USED CARS, INC.

97 NOV -4 AM 11:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **Almost New Used Cars, Inc.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest

therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers of necessary convenience to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$100.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Lewis W. Currier III
3505 West Atlantic Blvd, # 806
Pompano Beach, FL 33069

ARTICLE VI

The initial Board of Directors shall consist of a total of three (3) persons and the name and address of the persons who are to serve as the initial directors are:

Sophie Morino
134 Oakridge J
Deerfield Beach FL 33442

Nicholas Morino
379 NW 35th Place
Boca Raton, FL 33431

Francisco Calderon
8028 Boca Rio Drive
Boca Raton, FL 33433

ARTICLE VII

The address of the principal office of this corporation is:

1730 South Federal Highway
Suite 290
Delray Beach, FL 33483

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Nicholas Morino
379 NW 35th Place
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31st day of October, 1997.

Nicholas Morino

Nicholas Morino as Incorporator of Almost New Used Cars, Inc,

STATE OF FLORIDA)

COUNTY OF Palm Beach)

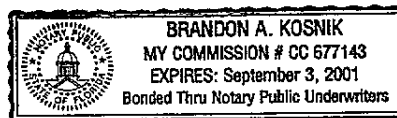
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Nicholas Morino** known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and who produced FDL # M650-620-54-155-0 as identification and he(they) acknowledged before me that he(they) executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 31st day of October, 1997.

Brandon A. Kosnik

Print Name: BRANDON A. KOSNIK
Notary Public

My Commission Expires: 9-3-01



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

Almost New Used Cars, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1730 South Federal Highway, Suite 290, Delray Beach, County of Palm Beach, State of Florida has named Lewis W. Currier III located at 3505 West Atlantic Blvd, Pompano Beach, # 806, County of Broward, State of Florida, at its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Lewis W. Currier III
Lewis W. Currier III
Registered Agent
97 NOV -4 AM 11:52
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA