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LAW OFFICES

LUBET & BLECHMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARK S. BLECHMAN

*Criminal Law

Civil Trial Practice

*Board Certified Trial Lawyer

MARC L. LUBET

Criminal Law

Family Law

Civil Trial Practice

February 9, 1998

Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-02/12/98--01088--007

*****70.00 *****70.00

Re: All CarBiz, Inc.

Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation of the above captioned corporation. You will further find enclosed my check in the amount of \$70.00 covering the various fees associated with the filing thereof.

If you have any questions regarding this matter, please feel free to contact me. I am

Very truly yours,

MARK S. BLECHMAN, Esquire

MLL/kj

enclosure

P. Hall MAR -2 1998

W98-3275

P. Hall FEB 13 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

MARK S. BLECHMAN, ESQ.
209 E RIDGEWOOD ST
ORLANDO, FL 32801

SUBJECT: CARBIZ, INC.
Ref. Number: W98000003275

All CARBIZ, INC.

We have received your document for CARBIZ, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 198A00008431

LAW OFFICES
OF
LUBET & BLECHMAN

MARC L. LUBET
Criminal Law
Family Law
Civil Trial Practice

MARK S. BLECHMAN
*Criminal Law
Civil Trial Practice
*Board Certified Trial Lawyer

February 25, 1998

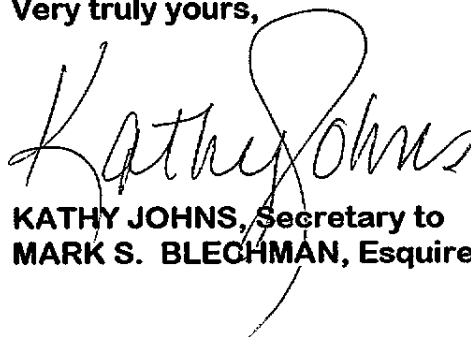
**Pamela Hall
Document Specialist
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314**

RE: Reference Number: W98000003275

Dear Ms. Hall:

**Enclosed please find the new Articles of Incorporation for All CARBIZ, INC.
Hopefully this will resolve the problem with the distinguishing the name pursuant
to your February 13, 1998 letter. Please feel free to contact me if you have any
further questions.**

Very truly yours,


**KATHY JOHNS, Secretary to
MARK S. BLECHMAN, Esquire**

/kj

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALL CARBIZ, INC.**

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

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be:

ALL CARBIZ, INC.

ARTICLE II.
NATURE OF BUSINESS

The general nature of the business of this corporation will be to transact any or all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III.
CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is Five Hundred (500) shares without nominal or par value, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash, property, labor, or services at a just valuable to be fixed by the Stockholders at a meeting called for that purpose.

ARTICLE IV.
AMOUNT OF CAPITAL STOCK WITH WHICH TO BEGIN
BUSINESS,

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of said corporation and the address at which service of process upon said corporation within this State shall be made is **ALL CARBIZ, INC., 880-A Maguire Road, Ocoee, Florida 34761**, with the privilege, however, of having branch offices or places of business at any other place or places within or without the state of Florida, or in foreign countries. **MARK S. BLECHMAN**, Esquire, is hereby designated as the Registered Agent of the corporation, with address as aforesaid.

ARTICLE VI.
MANAGEMENT

Pursuant to Section 607.0801/02/10 or 30, Florida Statutes, the business of the corporation shall be managed by the Stockholders rather than a Board of Directors.

ARTICLE VII.
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII.
INITIAL OFFICERS

The names and post office addresses of the first officers, who, subject to the provisions of this certificate, the By-Laws of this corporation and the statutes made and provided, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are as follows:

OFFICE	NAME	ADDRESS
PRESIDENT	Daniel M. DeLaura	PO Box 1068 Ocoee, Florida 34761
VICE-PRESIDENT	Daniel M. DeLaura	PO Box 1068 Ocoee, Florida 34761
SECRETARY	Daniel M. DeLaura	PO Box 1068 Ocoee, Florida 34761
TREASURER	Daniel M. DeLaura	PO Box 1068 Ocoee, Florida 34761

ARTICLE IX.
SUBSCRIBERS

The name and post office address of the subscriber, and the number of shares he agrees to take, is as follows:

NUMBER OF SHARES	NAME	ADDRESS
251	Daniel M. DeLaura	PO Box 1068 Ocoee, Florida 34761

ARTICLE X. **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the By-Laws.

ARTICLE XI. **ADDITIONAL POWERS**

In addition to the powers hereinabove enumerated, the corporation shall have all of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of any general or additional powers.

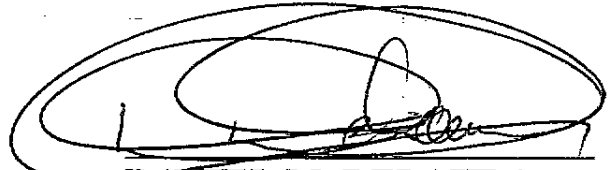
ARTICLE XII. **TAX SAVING ELECTION AND LOSS TREATMENT**

The Stockholders of this corporation may elect to be treated as a small business corporation under Section 1372, Internal Revenue Code, and report on their personal income tax returns dividends paid to them from the corporation's income, whether it be income payable as dividends or liquidation distribution. the stockholders may additionally elect to adopt a resolution permitting tax loss treatment under Section 1244 of the Internal Revenue Code.

ARTICLE XIII. **LIABILITY**

The private property of the Stockholders shall not be subject to payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, I have subscribed my name this 25 day of February, 1998


DANIEL M. DELAURA

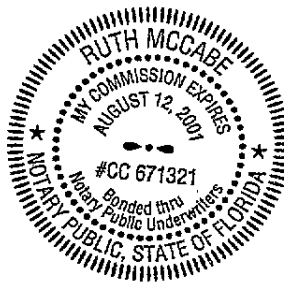
STATE OF FLORIDA)
) ss:
COUNTY OF Orange)

I HEREBY CERTIFY that this day, in the above named state and county, before me, an officer duly authorized and acting, personally appeared **DANIEL M. DELAURA** to me X well known and known to me to be the individual described herein or _____ who has produced the following identification, to wit: _____, and who executed the foregoing Articles of Incorporation, and acknowledged then and there before me that he executed said instrument for the purposes therein stated.

WITNESS my hand and official seal, this the 25th day of February, 1998.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE
REGISTERED AGENT
FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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



MARK S. BLECHMAN, Esquire
as Registered Agent

2-25-98

Date