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5831 F	Kus  uestor's Name  tarding St  Address  od FL 33021  Tip Phone #	-	00026 -09/17/9 *****70 ce Use Only	42632 1801086003 1.00 *****70.0
CORPORATION ?	NAME(S) & DOCUMENT NU	MBER(S), (if know	wn):	
1. <u>(Corp</u> c	oration Name) (	Occument #)		
2(Corpo	oration Name) (	Document #)		-
3	oration Name) (	Document #)		
(Согра	oration Name) (	Document #)		
4(Corpo	oration Name) (	Document #)		
	Pick up time Will wait Photocopy	Certified  Certificat		
= NEW FILINGS	AMENDMENTS	Total Control of the		
Profit	Amendment			_
NonProfit	Resignation of R.A., Officer/ Di	rector		SECRET DIVISION 98 SEP
Limited Liability	Change of Registered Agent			43.0 Jan
Domestication	Dissolution/Withdrawal	-		FILE ARY F CO
Other	Merger			RP OR S
OTHER FILINGS' Annual Report	REGISTRATION/ QUALIFICATION			LED RY OF STATE CORPORATIONS 7 AM 7: 48
Fictitious Name	Foreign			
Name Reservation	Limited Partnership			
	Reinstatement			
	Trademark			
	Other	-	B. BROCK	SEP 2 1 1998
CR2E031(1/95)		Examiner'	s Initials	

## CERTIFICATE OF INCORPORATION OF Euroman Auto Exports. Inc.

- 1. <u>Name</u> The name of the Corporation is Euroman Auto Exports, Inc.
- 2. Principal Office and Registered Agent
  Its register office in the State of Florida is 5831 Harding
  Street, in the City of Hollywood, County of Broward. The name
  of its registered agent at such address is Vasile Rus.
- The nature of the business of purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.
- 4. Capital Stock
  The total number of shares of capital stock that the Corporations shall have authority to issue is 1000, all of which are to be common stock with (\$1.00) per share.
- 5. <u>Incorporator</u>
  The name and mailing address of the incorporator is Vasile Rus, 5831 Harding Street, Hollywood, Fl. 33021.
- 6. Existence
  The Corporation is to have perpetual existence.
- 7. <u>Liability of Stockholders</u>
  The private property of the stockholders shall not be subject to the payment of corporate debts.
- 8. Management
  Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

  (a) The books of the Corporation may be kept outside the
  - State of Florida at such place or places as may from time to time be designate by the Board of Directors.

    (b) The business of the Corporation shall be managed by its Board of Directors, and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof)

the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other that the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made wither to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of the respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have any interest therein which is or might be adverse to the interests of the Corporation, even though

the vote of such director might have been necessary obligate the corporation upon such contract Ö۲ transaction; provided, that the fact of such interest shall have been disclosed to the other directors Ü۲ the stockholders of the Corporation, as the case may be. acting upon or with reference to such contract transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statue; and all rights herein conferred are granted subject to this reservation.

Vasile

State of <u>FLORIDA</u>

County of BROWARD

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.  $\sim$ 

The many

My commission expires:

Jerome Kowalsky

MY COMMISSION # CC499481 EXPIRES

October 4, 1999

BONDED THRU THOY FAIN HISURANCE, INC.

SECRETARY OF STATE DIVISION OF CORPORATIONS

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