

Charter Number Only

10/25/98  
20000908/5

Requestor's Name

Address

City

State

ZIP

Phone

REINSTATEMENT ONLY

CORPORATION(S) NAME

200002671832--8  
-10/26/98--01006--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CARCOSE WHOLESALE INC.

FILED  
98 OCT 26 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- |                                                     |                                          |                                                     |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit          | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                  | <input type="checkbox"/> Mark            |                                                     |
| <input type="checkbox"/> Foreign                    | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership        | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement              | <input type="checkbox"/> Reservation     |                                                     |
| <input checked="" type="checkbox"/> Certified Copy  | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In         | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|                                                     |                                          | <input type="checkbox"/> Mail Out                   |

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| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

CERTIFIED COPY

98 OCT 25 AM 9:08  
DIVISION OF CORPORATION



Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION  
OF**

**CARCOST WHOLESALE INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is CARCOST WHOLESALE INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this corporation is, 2581 NE 195TH Street, Aventura Florida 33180 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The name and street address of the incorporator of this corporation is:

Michael Mashian  
2581 NE 195TH Street  
Aventura, Florida 33180

**ARTICLE 5 - PRESIDENT**

The initial President of the corporation shall be Michael Mashian Whose address shall be the same as the principal office of the corporation.

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TALLAHASSEE FLORIDA

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## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND ( 1,000 )** shares of common stock, each share having the par value of **ONE DOLLAR ( \$ 1.00 )**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, of securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting of changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - POWERS OF CORPORATION**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 8 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE 9 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this corporation is 2581 NE 195TH Street, Aventura, Florida 33180. The name and address of the registered agent of this corporation is Michael Mashian, 2581 NE 195TH Street, Aventura, Florida 33180.

#### **ARTICLE 11 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

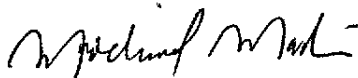
#### **ARTICLE 12 - EFFECTIVE DATE**

These Articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles if Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation At any amendment hereto aye granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of incorporation under the laws of the state of Florida, this 22 day of October 1998.



\_\_\_\_\_  
Michael Mashian  
Incorporator

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation  
Organized under the laws of the State of Florida, submits the following statement in designating  
the registered agent, in the State of Florida.

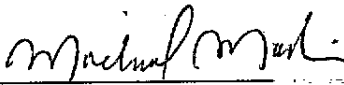
1. The name of the corporation is:  
CARCOST WHOLESALE INC.

2. The name and address of the registered agent is:  
Michael Mashian  
2581 NE 195TH Street  
Aventura, Florida 33180

\_\_\_\_\_  
President

\_\_\_\_\_  
10/22/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON  
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 PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
10/22/98

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TALLAHASSEE FLORIDA