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Domenic L. Grosso, P.A.

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BOCA RATON, FLORIDA 33432

DOMENIC L. GROSSO
DANA E. QUIGLEY
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TELEPHONE (561) 395-5802
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November 23, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: **Doris McDuffie**
Corporate Specialist Supervisor

Re: InSearch Auto, Inc.
Ref. Number: W98000025931

Dear Ms. McDuffie:

Pursuant to the enclosed Letter Number 298A00055343, we are returning to you the following documents:

1. An original and one copy of Articles of Incorporation for InSearch Auto, Inc.;
2. Certification of Designation of Registered Agent/Registered Office; and
3. A check in the amount of \$87.50 that represents a \$78.75 filing fee plus an \$8.75 charge for a certified copy of the Articles of Incorporation

Please send confirmation to the undersigned that the above Articles of Incorporation were filed and provide the assigned document number in the enclosed Federal Express return envelope with completed airbill.

Thank you for your assistance in this matter.

Sincerely,

DOMENIC L. GROSSO, P.A.

By: Domenic L. Grosso
Domenic L. Grosso, Esq.

DLG/wso
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1998

DOMENIC L. GROSSO, ESQ.
900 N FEDERAL HIGHWAY
SUITE 420
BOCA RATON, FL 33432

COPY

SUBJECT: INSEARCH AUTO, INC.
Ref. Number: W98000025931

We have received your document for INSEARCH AUTO, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$87.50.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00055343

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

InSearch Auto, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

Name: [Florida Statutes §607.0202(1)(a)]. The name of the corporation is **InSearch Auto, Inc.**

ARTICLE II - ADDRESS

Principal Office/Mailing Address. [Florida Statutes §607.0202(1)(b)]. The mailing address of the corporation is: 444 N.E. 10th Terrace, Boca Raton, Florida 33432.

ARTICLE III - NATURE OF BUSINESS

Nature of Business. This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation. The corporation's principal activity shall be auto leasing and purchasing.

ARTICLE IV - CAPITAL STOCK

Shares. [Florida Statutes §607.0202(1)(c)]. The maximum number of shares the corporation is authorized to issue is One-Hundred (100) shares of common stock having a One (\$1.00) dollar par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

Initial Registered Office and Agent. [Florida Statutes §607.0202(1)(1)]. The street address of the initial registered agent and office of this corporation shall be: 900 North Federal Highway, Suite 420, Boca Raton, Florida 33432 and the name of the initial registered agent of the corporation at the above address is DOMENIC L. GROSSO, P.A.

ARTICLE VI - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - PREEMPTIVE RIGHTS

Preemptive Rights. [Florida Statutes §607.0202(1)(d)]. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the pro rata ratio that the number of shares he/she holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VIII - INCORPORATORS

Incorporators. [Florida Statutes §607.0202(1)(f)]. The name and address of each incorporator is: Domenic L. Grosso, P.A., 900 North Federal Highway, Suite 420, Boca Raton, Florida 33432.

ARTICLE IX - DIRECTORS AND OFFICERS

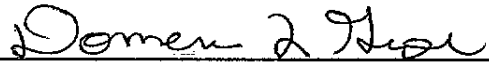
Directors and Officers. This corporation shall have one director and one officer, initially. The name and address of the initial director who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

<u>Title</u>	<u>Name</u>
President/Vice President/ Treasurer/Director	JAMES L. PATRONE 444 N.E. 10 th Terrace Boca Raton, Florida 33432

ARTICLE X - AMENDMENT

Amendment. Any provision contained in these Articles of Incorporation may be amended or repealed in the manner provide by law. Every amendment shall be approved at a meeting of the Stockholders by two-thirds of the stick entitled to vote thereon, unless at least two Stockholders holding two-thirds of the outstanding stock entitled to vote thereon sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of NOVEMBER, 1998.


DOMENIC L. GROSSO, ESQ.
Domenic L. Grosso, P.A.
900 North Federal Highway
Suite 420
Boca Raton, Florida 33432
Florida Bar No.: 259837

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

In compliance with Florida Statutes §48.091 and Florida Statutes §607.0501, the following is submitted:

1. The name of the corporation is:

InSearch Auto, Inc.

2. That InSearch Auto, Inc. desiring to qualify under the laws of the State of Florida, with its principal business in the City of Boca Raton, State of Florida, has named Domenic L. Grosso, P.A., located at 900 North Federal Highway, Suite 420, Boca Raton, Florida 33432, as its Registered Agent to accept service of process within the State of Florida.

InSearch Auto, Inc.

By: James L. Patrone
JAMES L. PATRONE
President

DATED: 11/12/98

Having been named as Registered Agent and to accept service of 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of Section §607.0505, Florida Statutes.

Domenic L. Grosso
DOMENIC L. GROSSO, ESQ.

DATED: 12 NOV 1998