

P99000091894  
TRANSMITTAL LETTER

Hialeah Gardens, October 12<sup>th</sup>, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700003015487-9  
-10/13/99-01013-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: Best Cars Auto Sales, Inc.

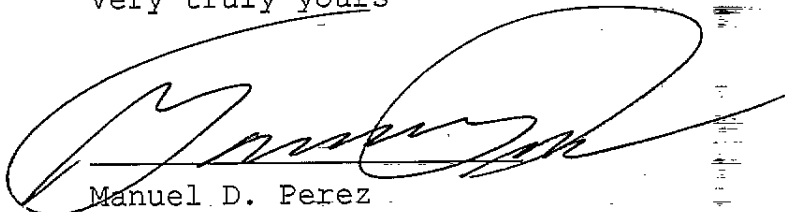
Dear Mrs. Katherine Harris, Secretary of State of Florida

Enclosed herewith please find an original and a copy of the Articles of Incorporation of BEST CARS AUTO SALES, INC. and our check in the amount of \$78.75 for filing fee and Certificate of Incorporation.

Should you have any questions regarding this, please contact Mr. Manuel D. Perez at 305-822-3613. Or you may write to:

Manuel D. Perez  
8845 Northwest 109<sup>th</sup> Street  
Hialeah-Gardens, Florida 33016

Very truly yours



Manuel D. Perez

FILED  
99 OCT 15 PM 5:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-19  
wc

**ARTICLES OF INCORPORATION OF  
BEST CARS AUTO SALES, INC.**

FILED  
99 OCT 15 PM 5:46  
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 - NAME**

The name of the Corporation shall be:

BEST CARS AUTO SALES, INC., (hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

The general nature of the business or businesses to be transacted by this Corporation shall be:

To engage and transact in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is: 8845 Northwest 109<sup>th</sup>, Street, Hialeah Gardens, Florida 33016 and the mailing address is the same.

**ARTICLE IV - INCORPORATOR**

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

Mercedes Perez  
8845 NW 109<sup>th</sup>, Street  
Hialeah Gardens, Florida 33016

**ARTICLE V - OFFICERS**

The officers of the Corporation shall be:

President:.....	Mercedes Perez
Vice-President:.....	Jose M. Milian
Secretary:.....	Prudencio Perez
Treasurer:.....	Prudencio Perez

Whose address shall be the same as the principal office of the Corporation.

**ARTICLE VI - DIRECTOR**

The Director(s) of the Corporation shall be:

Mercedes Perez

Whose address shall be the same as the principal office of the Corporation.

**ARTICLE VII - CAPITALIZATION OF CORPORATION**

VII.-A The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

VII.-B No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

VII.-C The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions, if any, as may be set forth in the bylaws of the Corporation.

VII.-D The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, Classify or reclassify any unissued stock from time to time by setting or 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 VIII - SUB-CHAPTER S CORPORATION

The Corporation may elect to be treated as an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

VIII.-A The shareholders of this Corporation may elect and, if elected, shall continue such election to be treated as an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing. —

VIII.-B After this Corporation has elected to be treated as an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which may result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended. —

VIII.-C Once the Corporation has elected to be treated as an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

*"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."*

## **ARTICLE IX - SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE X - POWERS OF CORPORATION**

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

The Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as a natural persons might do, including the following:

X.-A Transact any and all lawful business.

X.-B 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 lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section 607.141;

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 interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of 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, personal, or intangible property as security for 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 its administration;

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

To transact any and all lawful business which the Board of Director(s) shall find will be in aid government 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 promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person, by reason of the fact that he/she is a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statutes Section 607.014;

#### **ARTICLE XI - GENERAL PROVISION**

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



## **ARTICLE XII - REGISTERED OWNER(S)**

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 thereto, all purposes, and except as may be agreed in writing by the Corporation, the Corporation 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 XIII - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Manuel D. Perez, located at 8845 Northwest 109<sup>th</sup>, Street, Hialeah Gardens, Florida 33016. The name and address of the registered agent of this Corporation is Manuel D. Perez, located at 8845 Northwest 109<sup>th</sup>, Street, Hialeah Gardens, Florida 33016.

## **ARTICLE XIV - BYLAWS**

The Board of Director(s) of this Corporation shall have the 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 Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE XV - EFFECTIVE DATE**

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

#### **ARTICLE XVI - AMENDMENT**

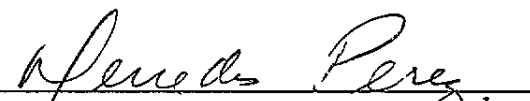
The Corporation reserve the right to amend, alter, change or repeal any provision contained in these Article of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by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

#### **ARTICLE XVII - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of

conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representative of such persons.

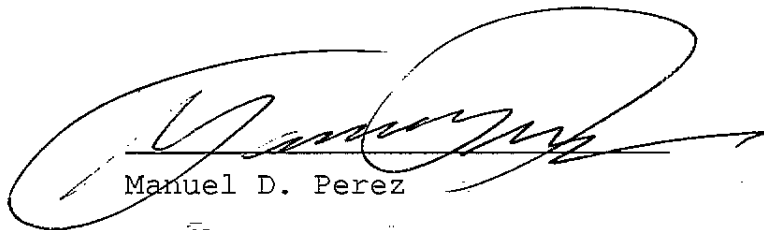
IN WITNESS WHEREOF, I have hereunto set my hand and seal,  
acknowledged and filed the foregoing Articles of Incorporation  
under the laws of the State of Florida, this October 12<sup>th</sup>, 1999.

  
Mercedes Perez, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Manuel D. Perez, having a business office identical with the  
registered office of the Corporation, and having been designated  
as the Registered Agent in the above and foregoing Articles of  
Incorporation, is familiar with and accepts the obligations of  
the position of Registered Agent under the applicable provisions  
of the Florida Statutes.

  
Manuel D. Perez

FILED  
99 OCT 15 PM 5:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA