

LAW OFFICES  
**SHAHER & ASSOCIATES, P.A.**

GLADES TWIN PLAZA  
2300 GLADES ROAD  
WEST TOWER - SUITE 400  
BOCA RATON, FLORIDA 33431

LEWIS R. SHAHER\*  
STEPHANIE A. RUSSO  
\*ALSO ADMITTED NY & NJ BAR  
KAREN M. POLLOCK  
OF COUNSEL

TELEPHONE  
561-362-0808  
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561-362-0801

P99000095651  
October 1999

VIA AIRBORNE EXPRESS

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

900003018038--7  
-10/19/99--01038--022  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation  
Yellow Car Management, Inc.

EFFECTIVE DATE  
10/12/99

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation of Yellow Car Management, Inc.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents the filing fee for said filing.

Upon the filing of the original, please return to this office a copy marked "filed", in the enclosed, self addressed, stamped envelope.

Thank you in advance for your courtesy and cooperation with regard to this matter. Should you have any questions, regarding the foregoing, please do not hesitate to contact our office.

Very truly yours,

SHAHER & ASSOCIATES, P.A.

By: \_\_\_\_\_  
Lewis R. Shafer  
DICTATED BY MR. SHAHER  
BUT SIGNED IN HIS ABSENCE  
TO AVOID DELAY IN MAILING

LRS/mg

enclosures

FILED  
99 OCT 12 PM 3.46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 21, 1999

SHAFER & ASSOCIATES, P.A.  
GALDES TWIN PLAZA  
2300 GLADES RD., WEST TOWER, STE. 400  
BOCA RATON, FL 33431

SUBJECT: YELLOW CAR MANAGEMENT, INC.  
Ref. Number: W99000024330

We have received your document for YELLOW CAR MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 499A00050841

EFFECTIVE DATE  
10/12/99

**ARTICLES OF INCORPORATION**  
**OF**  
**YELLOW CAR MANAGEMENT, INC.**

**ARTICLE I-NAME**

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, is **YELLOW CAR MANAGEMENT, INC.**

**ARTICLE II-PRINCIPLE OFFICE**

The principal office and mailing address of this corporation is:

2300 Glades Road  
West Tower-Suite 400  
Boca Raton, Florida 33431

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99 OCT 12 PM 3:46  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III-PURPOSE**

This corporation is organized for the purposes of doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms, or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

**ARTICLE IV-CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of \$0.01 Dollar per share.

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

2300 Glades Road  
West Tower-Suite 400  
Boca Raton, Florida 33431

and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

#### ARTICLE VI-COMMENCEMENT

The existence of this corporation shall commence as of 12:01 a.m., on October 12, 1999.

#### ARTICLE VII-INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
JOEL LANGHOLTZ	c/o SHAFER & ASSOCIATES, P.A. 2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

#### ARTICLE VIII-INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

#### ARTICLE IX-BY LAWS

The power to alter, amend, or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

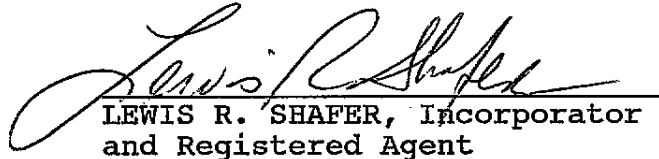
**ARTICLE X-INDEMNIFICATION**

This corporation shall indemnify any officer, director, or any former officer or director of this corporation to the fullest extent permitted by law.

**ARTICLE XI-AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof, and in acceptance of his appointment as registered agent therein as of the 25 day of October, 1999.

  
LEWIS R. SHAFER, Incorporator  
and Registered Agent

FILED  
99 OCT 12 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA