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(Requestor's Name)

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PICK-UP WAIT MAIL

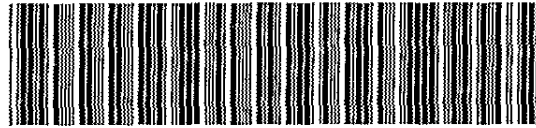
(Business Entity Name)

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OFFICE OF REGISTRATIONS
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3-12-03
[Signature]

LETTER OF TRANSMITTAL

To: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

In Re: **EMPIRE AUTO WHOLESALE, INC.**

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for EMPIRE AUTO WHOLESALE, INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, Certified Copy and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

EMPIRE AUTO WHOLESALE, INC.
Michael S. Laquerre
402 W. Ball St. #2
Plant City, Fl. 33563
(813)294-3325

ARTICLES OF INCORPORATION
of
EMPIRE AUTO WHOLESALE, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

EMPIRE AUTO WHOLESALE, INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

ARTICLE III PURPOSE

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares of Common Stock which shall be designated "Common Shares".

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office address shall be:

402 W. Ball St. #2
Plant City, Fl. 33563

The mailing address (if different from the above-stated) shall be:

Same

The name and street address of the Initial Registered Agent of this corporation is:

Michael S. Laquerre
402 W. Ball St. #2
Plant City, Fl. 33563

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DIVISION
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ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

Michael S. Laquerre, President
4224 Springway Circle
Valrico, Fl. 33594

ARTICLE VII INCORPORATORS

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

Michael S. Laquerre, President
4224 Springway Circle
Valrico, Fl. 33594

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of March 2003.

Michael S. Laquerre
Signature

Signature

Signature

Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT
OF

EMPIRE AUTO WHOLESALE, INC.

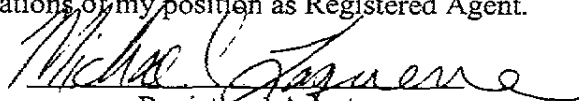
Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

Michael S. Laquerre
402 W. Ball St. #2
Plant City, Fl. 33563

ACKNOWLEDGEMENT

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, Michael S. Laquerre, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, Michael S. Laquerre, 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 my position as Registered Agent.


Registered Agent

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