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OF COUNSEL

May 14, 1997

Federal Express

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

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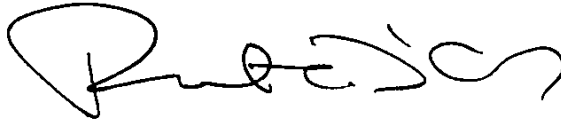
Re: AUTO HOUSE, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles Of Incorporation for the above-captioned corporation, together with this firm's check for filing fees, Registered Agent designation and certified copy.

Please return the certified copy to this office as soon as possible. Thank you in advance for your usual fine assistance.

Very truly yours,



Robert A. D'Angio, Jr.

enclosures

FILED
SECRETARY OF STATE
97 MAY 15 AM 8:12

RP
5-20-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 15 AM 8:12

ARTICLES OF INCORPORATION
OF
AUTO HOUSE, INC.

A corporation is hereby organized and incorporated by the undersigned subscribers for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:

AUTO HOUSE, INC.

hereinafter referred to as the "Corporation".

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and object and purposes proposed to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

a) To generally engage in the automotive repair/service business.

b) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

c) To exercise all rights, powers and privileges as provided in Section 607.011 Florida Statutes, as the same may be amended from time to time, together with any other rights, powers, privileges of a corporation organized and existing under the laws of the State of Florida.

d) To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of the objects, for the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental thereto and to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other business necessary or objects of the Corporation, whether or not such business is similar in nature to the purposes of objects set forth in this Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be 100 shares of Common Stock, with a nominal or par value of Ten Dollars (\$10.00) per share.

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such share, which may be issued at any time by the Corporation.

ARTICLE IV
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE

The principal place of business of said Corporation is to be located at 6143 Carthage Circle North, Lake Worth, Florida 33463, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

ARTICLE VI
THE INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of two Directors, which shall be the number of initial Board of Directors. The number of Directors may be either increased or

Suite 105, Regional Professional Building, Royal Palm Beach,
Florida 33411.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 685 Royal Palm Beach Boulevard, Suite 105, Regional Professional Building, Royal Palm Beach, Florida 33411. The name of the registered resident agent for the service of process is ROBERT A. D'ANGIO, JR., ESQUIRE, and which appointment is accepted by the signature below.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this Corporation.

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has made and subscribed this Articles Of Incorporation at Royal Palm Beach, Florida, for the purposes aforesaid, on this 14th day of May, 1997.


ROBERT A. D'ANGIO, JR., ESQUIRE
INCORPORATOR

FILED
SECRETARY OF STATE
BUREAU OF CORPORATIONS

97 MAY 15 AM 8:12

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, personally appeared ROBERT A. D'ANGIO, JR., ESQUIRE, who is personally known to me and who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Royal Palm Beach, Palm Beach County, Florida, this 14th day of May, 1997.

Harriet Hankey
Notary Public HARRIET HANKEY
My commission expires: 04-19-2001



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Robert A. D'Angio, Jr.
ROBERT A. D'ANGIO, JR., ESQUIRE
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, personally appeared ROBERT A. D'ANGIO, JR., ESQUIRE, who is personally known to me, and who executed the foregoing Consent Of Registered Agent, and who acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Royal Palm Beach, Palm Beach County, Florida, this 14th day of May, 1997.

Harriet Hankey

Notary Public HARRIET HANKEY
My commission expires: 04-19-2001

