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TRANSMITTAL LETTER

EFFECTIVE DATE
9/8/97

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

800002293668--8
-09/15/97--01156--001
*****78.75 *****78.75

SUBJECT: SPARCO INTERNATIONAL, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00 x \$78.75 \$122.50 \$131.25

FROM: Elise Gross
Name (printed or typed)

7515 W. Oakland Park Blvd., Suite 103
Address

Ft. Lauderdale, FL 33319
City, State & Zip

(954) 572-2121
Daytime Telephone Number

Carol GAVE
AUTHORIZATION BY PHONE TO
CORRECT art 7, art 6, art 2, art 5
DATE 9/16/97
DOC. EXAM. [Signature]

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
97 SEP 15 PM 12:08

FILED

NOTE: Please provide the original and one copy of the articles.

TM-9/16/97

RECEIVED
9/8/97

FILED
97 SEP 15 PM 12:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
SPARCO INTERNATIONAL, INC.

Article I

The name of the corporation is: SPARCO INTERNATIONAL,
INC.

Article II

This corporation shall exist perpetually unless sooner
dissolved according to law, commencing on the date of September 8,
1997.

Article III

The general nature of the business and the objects and
purposes to be transacted is an automotive security systems and
auto accessories business.

Article IV

This shall be a for profit corporation with the directors
elected in a manner to be specified in the bylaws.

Article V

The date of Incorporation shall be 9/8/97.

Article VI

The street address of the initial registered office of
this corporation is 7515 W. Oakland Park Blvd., Suite 103, Ft
Lauderdale, Florida 33319, and the name of the initial registered
agent of this corporation at that address is James L. Soule, Esquire.

Article VII

The name of the incorporator signing these articles is:
(Pres.) John Ioannis Sachtouras, 9385 Chelsea Drive South, Plantation, FL
33324 and the mailing address is the same.


Article VIII

The principle place of business and mailing address will be 9385 Chelsea Drive South, Plantation, FL 33324.

Article IX

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares with a \$1.00 par value.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28 day of August, 1997.



JOHN IOANNIS SACHTOURAS,
President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SPARCO INTERNATIONAL, INC.

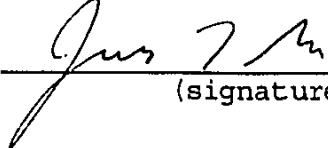
2. The name and address of the registered agent and office is:

James L. Soule, Esquire
(name)

7515 W. Oakland Park Blvd., Suite 103
(P.O. Box not acceptable)

Ft. Lauderdale, FL 33319
(City/State/Zip)

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 my position as registered agent.



(signature)

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TALLAHASSEE, FLORIDA