

P00000016482
DAVID K. KUSCHEL, P.A.

ATTORNEY/CERTIFIED PUBLIC ACCOUNTANT
27 PENNOCK LANE, SUITE 204
JUPITER, FL 33458
USA

Telephone (561) 745-0740
Telephone (561) 747-0852

Facsimile (561) 745-0740

February 7, 2000

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

000003132810--7
-02/11/00--01085--005
****122.50 *****78.75

RE: Articles of Incorporation-City Auto Works Inc.,

Attached you will find two(2)original Articles of Incorporation for City Auto Works Inc, along with a check for \$122.50. Please process the original and send a certified copy of said original to the undersigned.

Thanks for your attention and consideration and if you have any questions please contact the undersigned.

Sincerely,

David K. Kuschel

David K. Kuschel

DKK/tal

FILED
00 FEB 11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-16
WCC

ARTICLES OF INCORPORATION
OF
CITY AUTO WORKS INC.

FILED
00 FEB 11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. Name. The name of the Corporation is: **CITY AUTO WORKS INC.**

ARTICLE 2. Duration. The duration of the Corporation is perpetual.

ARTICLE 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. Initial Registered/Principal Office and Agent. The street address of the initial Principal Office of the Corporation is 1401 Broadway, Riviera Beach, FL 33404, and the name of its initial Registered Agent is Mark R. Golden, who also maintains an office at 1401 Broadway, Riviera Beach, FL 33404.

ARTICLE 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

MARK R. GOLDEN	1401 Broadway Riviera Beach, FL 33404
WILLIAM J. LOUBERT	1401 Broadway Riviera Beach, FL 33404
WILLIAM J. LOUBERTI	1401 Broadway Riviera Beach, FL 33404

ARTICLE 7. Incorporator. The name and address of the Incorporator is as follows:

MARK R. GOLDEN	1401 Broadway Riviera Beach, FL 33404
----------------	--

ARTICLE 8. Amendment. The 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 have signed these Articles of Incorporation on this 31st day of January 2000.



MARK R. GOLDEN

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME personally appeared, MARK R. GOLDEN to me well known and known to me to be the person described in the foregoing, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of January 2000.

David K. Kuschel

NOTARY PUBLIC, State of Florida

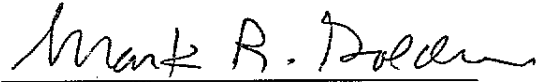
My Commission Expires:

DAVID K. KUSCHEL
Notary Public, State of Florida
My comm. exp. June 6, 2003
Comm. No. CC843572

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **CITY
AUTO WORKS INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 31st day of January, 2000.



MARK R. GOLDEN,
Registered Agent

FILED
00 FEB 11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA