

JERRY LEE HICKS, P.A.

ACCOUNTING • TAXES • CORPORATIONS • FINANCIAL PLANNING

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Telephone / Facsimile
305-829-6409

February 17, 2000

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Florida Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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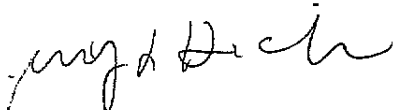
To The Department of State Rep:

Please find enclosed two copies of the Articles of Incorporation for PROSPECT
AUTOMOTIVE & TECHNICAL SERVICES, INC for which we are filing. Enclosed
also is a check payment for \$78.75.

If there are any questions regarding these articles, please contact me at (954) 577-5391.
Also, we would appreciate if you would mail the certified copy in care of the following
address:

JERRY LEE HICKS, P.A
MERCEDE PARKVIEW BLDG
SUITE 304
PLANTATION, FL 33322

Sincere thanks,



Jerry L. Hicks

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

Q.C.
3-1-00

ARTICLES OF INCORPORATION
OF
PROSPECT AUTOMOTIVE & TECHNICAL SERVICES, INC.

I, the undersigned, Glen Sugarman do hereby subscribe to these Articles of Incorporation, a natural person competent to contract, hereby associate in the formation of a for profit corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 607.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be Prospect Automotive & Technical Services, Inc.

ARTICLE II
NATURE OF CORPORATE BUSINESS

2.1 This Corporation through its Offices and employees, shall be authorized to engage in all aspects of carrying on a business within the State of Florida, and engage in all activities which will facilitate and promote, through its Officers and employees; to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do exercise, and which now or hereafter may be authorized by law.

2.2. This corporation shall have perpetual existence unless sooner dissolved in accordance with the Laws of State of Florida. The date on which corporate existence shall begin is upon the filing of the Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE III

3.1 The initial office address of the principal office of the Corporation, is within the State of Florida, Broward County, shall be 60 West Prospect Road, Ft. Lauderdale, Fl 33309.

3.2 The Board of Directors of said corporation may, from time to time, move the principal office to any other address within the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV CAPITAL STOCK

4.1 This Corporation shall be authorized to have a maximum of One Hundred (100) shares of stock outstanding at any one time.

4.2 The shares of stock authorized shall be common stock, having a par value of One and No/100 (\$1.00) Dollar per share.

4.3 Shares of Common Stock may be issued in considerations for cash, real property, labor or services rendered or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as of the value of such consideration shall be conclusive.

4.4 Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

4.5 Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

4.6 Record holders of Common Stock are entitled to received their pro rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

4.7 Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is, Broward County, 60 West Prospect Road, Ft. Lauderdale, Fl 33309 and the name of the Initial Registered Agent of this Corporation at that address is Glen Sugarman.

ARTICLE VI

The incorporator for PROSPECT AUTOMOTIVE & TECHNICAL SERVICES, INC. is GLENN SUGARMAN whose address is 60 WEST PROSPECT ROAD FT LAUDERDALE, FL 33309.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have initially one director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one Director. The name and address of the initial Director of this corporation is:

Glen Sugarman, 60 West Prospect Road, Ft. Lauderdale, Fl 33309.

ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provided such bylaw not subject to amendment or repeal by the directors.

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE X SHAREHOLDER QUORUM AND VOTING

10.1 Fifty-One percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

10.2 If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII
DIRECTOR QUORUM AND VOTING

12.1 A majority of the Directors shall constitute a quorum for a meeting of Directors.

12.2 If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director of Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

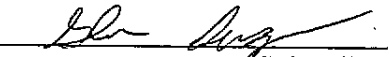
ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of February, 2000.


Subscriber

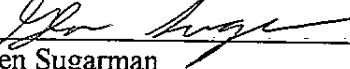
Address: 60 West Prospect Road,
Ft. Lauderdale, FL 33309

CERTIFICATE DESIGNATION RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT

In pursuance of the Chapter 607.034, Florida General Corporation Act,
the following information is submitted:

First -- that PROSPECT AUTOMOTIVE & TECHNICAL SERVICES, INC.
desiring to organize under the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of
Broward has named GLEN SUGARMAN as its Resident and Registered Agent and , 60
WEST PROSPECT ROAD, FT. LAUDERDALE, FL 33309 as its Resident and
Registered Office.

Second -- that said Resident and Registered Agent, having been
named to accept service of process for the above state corporation, at the place
designated as the Resident and Registered Office in this Certificate, hereby accepts
to act in this capacity and agrees to comply with the provision of said Act relative
to keeping open said office.

BY: 
Glen Sugarman
Resident and Registered Agent

FILED
00 FEB 24 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA