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PERSAUD & DECKER

ATTORNEYS AT LAW

A PARTNERSHIP, INCLUDING PROFESSIONAL ASSOCIATIONS

1450 MADRUGA AVENUE, SUITE 300
CORAL GABLES, FLORIDA 33146
TEL: (305) 665-3604 FAX: (305) 661-8305

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 AM 11:42

October 30, 2000

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

Re: Premier Auto Appraisal Service, Inc.

800003447468--6
-11/01/00--01090--013
*****78.75 *****78.75

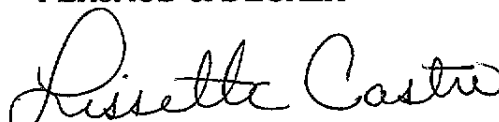
Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Premier Auto Appraisal Service, Inc. to be filed with the Secretary of State. Also enclosed is this firm's check in the amount of \$78.75 for the filing fee and a certified copy of the same.

If you should have any questions, or need any further information, please do not hesitate to contact me.

Very truly yours,

PERSAUD & DECKER


Lissette Castro,
secretary to Samuel A. Persaud

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Enclosures
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509
W00-26311

eg 11/14/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 13 AM 11:42

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 2, 2000

PERSAUD & DECKER, P.A.
ATTN: LISSETTE CASTRO
1450 MADRUGA AVENUE #300
CORAL GABLES, FL 33146

SUBJECT: PREMIER AUTO APPRAISAL, INC.
Ref. Number: W00000026311

We have received your document for PREMIER AUTO APPRAISAL, INC..
However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 100A00057008

**ARTICLES OF INCORPORATION OF
PREMIER AUTO APPRAISAL SERVICE, INC.**

00 NOV 13 AM 11:42

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

PREMIER AUTO APPRAISAL SERVICE, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Jose R. Turino, Incorporator
P.O Box 138537
Hialeah, FL 33013
(305) 562-1130

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be P.O. Box 138537, Hialeah, Florida 33013. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

Jose R. Turino, Incorporator
P.O Box 138537
Hialeah, FL 33013
(305) 562-1130

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JOSE R. TURINO

**P.O. Box 138537
Hialeah, FL 33013**

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

**JOSE R. TURINO
President/Vice President
Secretary/Treasurer**

**P.O. Box 138537
Hialeah, FL 33013**

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

JOSE R. TURINO

**P.O. Box 138537
Hialeah, FL 33013**

ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

**Jose R. Turino, Incorporator
P.O Box 138537
Hialeah, FL 33013
(305) 562-1130**

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 8331 N.W. 196th Terrace, Miami, Florida 33015. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon JOSE R. TURINO, 8331 N.W. 196th Terrace, Miami, Florida 33015.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all

Jose R. Turino, Incorporator
P.O Box 138537
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legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

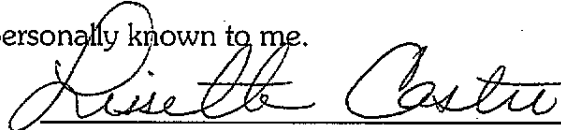
IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 27 day of October, 2000.

By: 

Jose R. Turino, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27 day of October, 2000 by Jose R. Turino. He is personally known to me.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires:



Lissette Castro
Commission # 00 890161
Expires Dec. 1, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Jose R. Turino, Incorporator
P.O Box 138537
Hialeah, FL 33013
(305) 562-1130

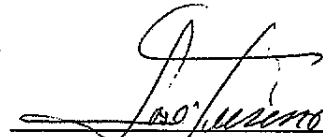
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: **PREMIER AUTO APPRAISAL SERVICE, INC.**, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT, P.O. BOX 138537, HIALEAH, FLORIDA 33013, STATE OF
FLORIDA, HAS NAMED JOSE R. TURINO, LOCATED AT 8331 N.W. 196th TERRACE, CITY
OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

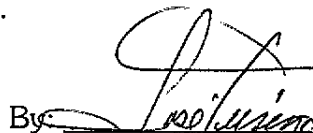
DATED: October 27, 2000.



Jose R. Turino, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: October 27, 2000.

By 

Jose R. Turino, Registered Agent

Jose R. Turino, Incorporator
P.O. Box 138537
Hialeah, FL 33013
(305) 562-1130