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ACCOUNT NO.: 072100000032

REFERENCE: 917008 7106539

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 1, 2000

ORDER TIME : 3:51 PM

ORDER NO. : 917008-005

CUSTOMER NO: 7106539

CUSTOMER:

Steven R. Bomser, CPA

Steven R. Bomser, C.P.A., P.A. 7540 N.W. 5th Street, Suite I

Fort Lauderdale, FL 33317

DOMESTIC FILING

NAME:

ESTATE AUTO LIMITED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

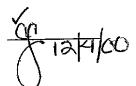
XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: __Kelly Courtney - EXT. 1116 EXAMINER'S INITIALS:

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-12/04/00--01003--007 *****78.75 *****78.75



FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

ESTATE AUTO LIMITED, INC.

00 DEC -1 PM 5: 18

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE 1- NAME

The name of this corporation is ESTATE AUTO LIMITED, INC.

ARTICLE 2- PRINCIPAL OFFICE

The street address of the initial principal office of the corporation shall be: C/O BOMSER,7540 NW 5TH STREET,SUITE # 1,PLANTATION,FL 33317

ARTICLE 3- PURPOSE

The corporation is organized for the purpose of sales of automobiles or in any activity permitted by this State or the United States.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue One Thousand(1,000) shares of one dollar(\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE 5- INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of this corporation is 7540 n w 5th Street, suite # 1, Plantation, Fl 33317 and the name of the registered agent shall be Steven Bomser.

ARTICLE 6- INITIAL BOARD OF DIRECTORS

The corporation shall initially have one(1) director to hold office until the first annual meeting of the stockholders and their successor shall have been duly elected and qualified or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the corporation. The name and address of the initial director is

Steven Bomser- 7540 N W 5th Street, Suite # 1, Plantation, Fl 33317 954-791-7997

ARTICLE 7- INCORPORATOR

The name and address of the incorporator signing these articles is :Steven Bomser- 7540~N~W 5th Street, Suite # 1, Plantation, Fl 33317

ARTICLE 8- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE 9- INDEMNIFICATION

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

ARTICLE 10- AMENDMENT

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

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Steven Bomser

Dated: November 30,2000

SECRETARY OF STATE DIVISION OF CORPORATIONS

00 DEC -1 PM 5: 18

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: estate auto limited, inc.

2. The name and address of the registered agent is

Steven Bomser

7540 N W 5th Street, Suite # 1

Plantation, Fl 33317

Steven Bomser, incorporator

Dated:November 30,2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT S
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.

Steven Bomser

Date: November 30,2000