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& TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A
SUITE 200
VERO BEACH, FLORIDA 32963

December 12, 2000

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
JAMES A. TAYLOR, III*
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

TELEPHONE
(561) 231-4440
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Automotive Distributions Group, Inc.

000003518910--9
-01/02/01--01101--005
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find Articles of Incorporation as referenced above for filing. Also enclosed is a check in the amount \$78.75 representing the filing fee, the registered agent designation and the cost for a certified copy of the filed Articles.

I have also enclosed a self-addressed, stamped envelope for the return of the certified copy to me.

Thank you for your assistance in this matter.

Very truly yours,

A. Dawn Massarelli

A. Dawn Massarelli
Legal Assistant

Enclosures

FILED
01 JAN -2 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gj/s

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE DISTRIBUTIONS GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be "Automotive Distributions Group, Inc."

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 983 12th Street, Vero Beach, FL, 32960.

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The directors shall be appointed by the shareholders at the annual shareholders' meeting.

ARTICLE V
INITIAL DIRECTORS

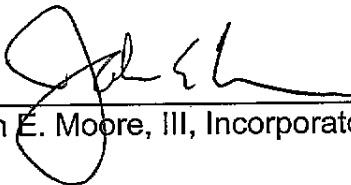
The initial directors of the Corporation shall be: Alfred Sammartino and Joseph W. Shomberg.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is: John E. Moore, III, 5070 N. Highway A1A, Suite 200, Vero Beach, FL, 32963.

ARTICLE VII
INCORPORATOR

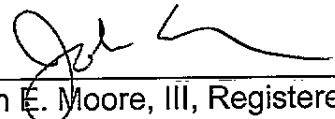
The name and address of the Incorporator to these Articles of Incorporation are John E. Moore, III, 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963.



John E. Moore, III, Incorporator

December 8, 2000

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.



John E. Moore, III, Registered Agent

December 8, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA