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SUITE 205C

ST. PETERSBURG, FL. 33704
(813) 894-2626 * FAX 821-6363

OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

REFER TO FILE NO.

PO1000036934

TRANSMITTAL LETTER

March 27, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

000003962720--3
-04/06/01--01082--008
*****70.00 *****70.00

SUBJECT: D & M Auto Enterprises, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of filing and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

RTA/lbj
Enclosures

BROWN APR 1 2 2001

ARTICLES OF INCORPORATION
OF
D & M AUTO ENTERPRISES, INC.

FILED
01 APR -6 AM 8:24
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:

D & M Auto Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6544-44th St. N., Unit 1204
Pinellas Park, Fl. 33781

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares Common (No Par Value)

SHAREHOLDERS SHALL HAVE PRE-EMPTIVE RIGHTS.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

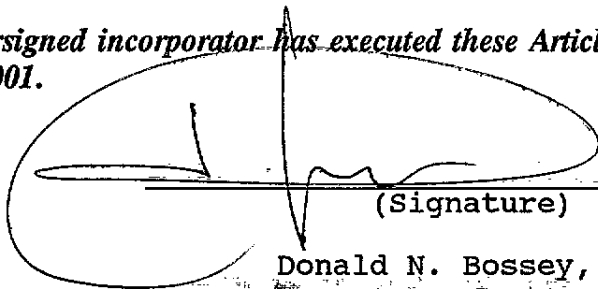
Donald N. Bossey, Jr.
6544-44th St. N., Unit 1204
St. Petersburg, Fl. 33703

ARTICLE V INCORPORATOR

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

Donald N. Bossey, Jr.
6544-44th St. N., Unit 1204
St. Petersburg, Fl. 33703

The undersigned incorporator has executed these Articles of Incorporation this 27th day of March, 2001.

A handwritten signature in black ink, appearing to read 'Donald N. Bossey, Jr.', is written over a horizontal line. The signature is stylized with a large loop at the beginning and a vertical stroke that extends upwards.

(Signature)

Donald N. Bossey, Jr.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
01 APR -6 AM 8:24
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

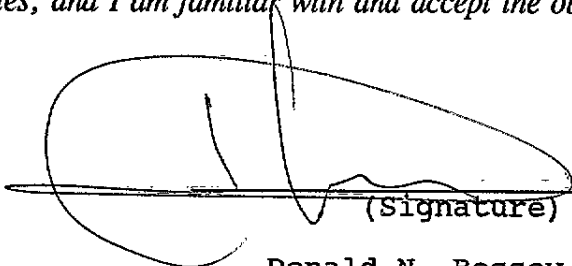
1. *The name of the corporation is:*

D & M Auto Enterprises, Inc.

2. *The name and address of the registered agent and office is:*

Donald N. Bossey, Jr.
6544-44th St. N., Unit 1204
Pinellas Park, Fl. 33781

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.


(Signature)

Donald N. Bossey, Jr.