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Marc I. Solomon
Attorney At Law

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Aug 28, 2001

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

Dear Sir or Madam:

I am enclosing for filing the Articles of Incorporation for AutoWorks of South Florida, Inc. I am further enclosing a check made payable to the Florida Department of State in the sum of \$78.75 This sum represents the Filing fee, Designation of Registered Agent fee and the fee for a certified copy of the filed Articles of Incorporation.

If you have any questions with regard the enclosed filing, please contact the undersigned at (561) 750-1399.

Very Truly Yours,

Marc I. Solomon, Esq.

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Boca Raton, Florida 33431
Phone: (561) 750-1399 • Fax: (561) 392-6282
E-mail: msolomon@wiredol.com

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ARTICLES OF INCORPORATION
OF

AutoWorks of South Florida, Inc.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is AutoWorks of South Florida, Inc.

ARTICLE II

The street address of the principal office of the Corporation is 4701 S.W. 45th Street, Bldg # 13, Fort Lauderdale, FL 33314.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100 shares, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 4400 N. Federal Highway, Suite 210, Boca, Raton, FL 33431. The initial registered agent for the Corporation at that address is Marc I. Solomon, Esq.

ARTICLE V

The general nature of this corporation is to engage in any activity or business permitted under the laws of the state of Florida.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name/Address

Berta T. Melendez, 559 Lakeside Circle, Sunrise, Florida 33326

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is:

Name/Address

Berta T. Melendez, 559 Lakeside Circle, Sunrise, Florida 33326

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on August 27, 2001.

Berta T. Melendez
Signature /Incorporator

8/27/01
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

[Signature]
Signature/Registered Agent

8/27/01
Date

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