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Fax Number : (850)205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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BASIC AMENDMENT

PALM BEACH AUTO BROKERS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes effective January 7, 2002. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Palm Beach Auto Brokers, Inc.

Old Name:

Article II. Address. The Corporation's mailing address is:

Palm Beach Auto Brokers, Inc.

824 South B Street

Lake Worth FL 33460

Article III. Registered Agent. The Corporation's registered agent is:

Corporate Creations Network Inc.

941 Fourth Street #200

Miami Beach FL 33139

Article IV. Officers. The Corporation's officers are:

President Denham R. Gallimore

Secretary

Treasurer

Vice President Denham A. Gallimore

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941 Fourth Street #200

Miami Beach FL 33139

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

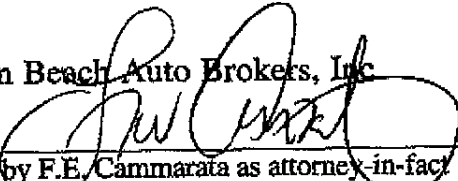
The name of each member of the Corporation's Board of Directors is:
Denham A. Gallimore

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Palm Beach Auto Brokers, Inc.

By: 
by F.E. Cammarata as attorney-in-fact

Name: Denham A. Gallimore

Title: Director

Date: January 7, 2002

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

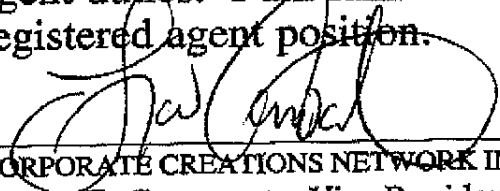
CORPORATION:

Palm Beach Auto Brokers, Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Franco E. Cammarata, Vice President

Date: 1/7/2002

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