

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CUNNINGHAM, MILLER, HEFFERNAN, HAMILTON & WOLFE
Account Number : I19980000100
Phone : (305) 743-9427
Fax Number : (305) 743-7489

FLORIDA PROFIT CORPORATION OR P.A.**D&F Automotive, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION
of
D & F AUTOMOTIVE, INC.

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 is D & F Automotive, Inc.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one thousand(1000) shares of stock having a par value of \$1.00 each.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 31133 Avenue A, Big Pine Key, Florida 33043.

ARTICLE V - INITIAL DIRECTORS

The initial directors of the corporation are James E Friedman and Robert Dagnall.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent are John J. Wolfe, 2975 Overseas Highway, Marathon, Florida 33050.

ARTICLE VII - INCORPORATOR

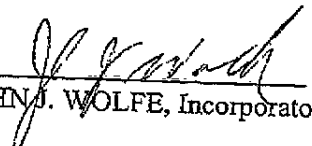
The name and address of the incorporator to these Articles of Incorporation are John J. Wolfe, 2975 Overseas Highway, Marathon, Florida 33050.

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MAY 31 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII - INDEMNIFICATION.


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


JOHN J. WOLFE, Incorporator

5/31/02
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 J. WOLFE, Registered Agent

5/31/02
Date