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(Business Entity Name)

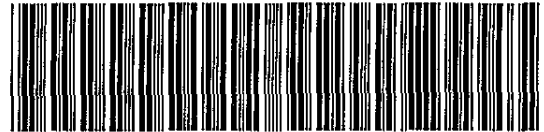
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Richard J. Hays, P.A.

ATTORNEY AT LAW

4273 N. PINE ISLAND ROAD • SUNRISE, FLORIDA 33351
PHONE (954) 748-7902 • FAX (954) 748-6058

December 17, 2002

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

Gentlemen:

Enclosed please find my trust account check in amount of \$78.75 together with original and one copy of Articles of Incorporation for the following corporation(s):

AUTO WAREHOUSE, INC.

Please file and send certified copy of same to the undersigned.

Sincerely,
RICHARD J. HAYS, P.A.

Richard J. Hays

RJH:amc/encls.

ARTICLES OF INCORPORATION

OF

AUTO WAREHOUSE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AUTO WAREHOUSE, INC.

ARTICLE II PRINCIPAL OFFICE

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

5500 NW 15th Street
Suite M-11
Margate, Florida 33063

ARTICLE III CAPITAL STOCK

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

100 Shares @ \$10.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Bryan Bernstein
5500 NW 15th Street
Suite M-11
Margate, Florida 33063

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Bryan Bernstein
5500 NW 15th Street
Suite M-11
Margate, Florida 33063

ARTICLE VI PURPOSE

This corporation is organized for the purpose of :

ENGAGING IN AUTO SALES

in order to transact any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

The undersigned has (have) executed the Articles of Incorporation this 18th day of December, 2002.


BRYAN BERNSTEIN, President

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: AUTO WAREHOUSE, INC.
2. The name and address of the registered agent and office is:

Bryan Bernstein
5500 NW 15th Street
Suite M-11
Margate, Florida 33063

SIGNATURE _____


BRYAN BERNSTEIN, President

TITLE: President

DATE: 12-19-02

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 _____


BRYAN BERNSTEIN

DATE: 12-19-02

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TALLAHASSEE, FLORIDA