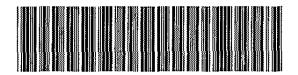


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CT CORPORATION

March 21, 2003

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 5812828 SO

Customer Reference 1: Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

HCN Automotive, Inc. (FL) Incorporation Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

HCN Automotive, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: 2129 South Miami Avenue Miami, Florida 3129

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any activity within the purposes for which corporations may be formed under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

C T Corporation System, c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Alan R. Miller Alan R. Miller, P.C. 370 East Maple, 4th Floor Birmingham, Michgan 48009

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity