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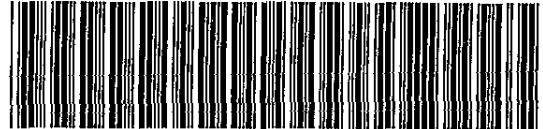
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Bagdes & Bagdes

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Daytona Beach, FL 32118

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386-258-7171
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November 12, 2003

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: AUTOS-FOR-LESS INC.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTOS-FOR-LESS INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is AUTOS-FOR-LESS INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to buy and sell used motor vehicles for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 345 Sagewood Drive, Port Orange, Florida 32127. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 345 Sagewood Drive, Port Orange, Florida 32127, and the name of the initial registered agent at such address is Francis J. Paolillo.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of one member, Francis J. Paolillo, 345 Sagewood Drive, Port Orange, Florida 32127.

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Francis J. Paolillo, 345 Sagewood Drive, Port Orange, Florida 32127.

ARTICLE TEN
OFFICERS

The sole officer of the corporation shall be Francis J. Paolillo, 345 Sagewood Drive, Port Orange, Florida 32127, who shall serve as president/treasurer.

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 12th day of November, 2003.


Francis J. Paolillo

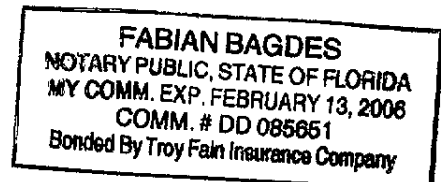
STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 12th day of November, 2003, before me, the undersigned authority, appeared FRANCIS J. PAOLILLO, who is personally known to me or who has produced FL D.C. # P440-250-66-208-0 as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature

Seal:



NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

AUTOS-FOR-LESS INC. , a corporation organizing under the laws of the State of Florida, with its principal office at 345 Sagewood Drive, in the City of Port Orange, County of Volusia, in the State of Florida, has named Francis J. Paolillo, who is located at 345 Sagewood Drive, Port Orange, Florida 32127, as its registered agent to accept service of process within the State.

DIRECTOR:

Francis J. Paolillo

ADDRESS:

345 Sagewood Drive
Port Orange, FL 32127

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Francis J. Paolillo