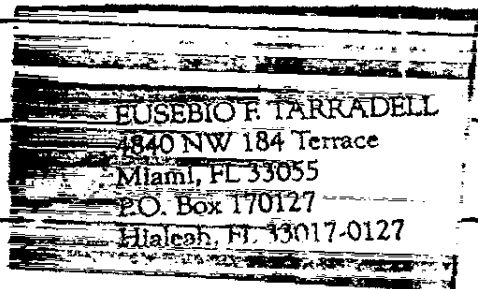


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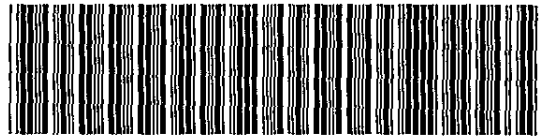
(Business Entity Name)

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TALLAHASSEE, FLORIDA

12-6-03

**ARTICLES OF INCORPORATION**

**OF**

**USA AUTO SALVAGE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a Corporation under the Laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Corporation is: USA AUTO SALVAGE, INC.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of business and the object and purposes to be transacted and carried on are: USED CARS AND TRUCKS.  
And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any of the property corporeal or incorporeal, rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 50 shares at \$10.00 par value.

**ARTICLE IV**  
**AMOUNT OF CAPITAL**

The amount of capital with which this Corporation will begin business is not less than \$500.00.

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**ADDRESS**

The initial post office address of the principal office of this Corporation in the State of Florida is:

5201 NW 36 AVENUE  
MIAMI, FLORIDA 33142

The Board of Directors may from time to time move the principal office at any other address in the State of Florida and establish branches and subsidiaries in any place within the State of Florida.

**ARTICLE VII**  
**DIRECTORS**

This Corporation shall have two Directors initially: The number of Directors may be increased or decreased from time to time by the Laws adopted by the stockholders, but, shall never be less than two.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and post office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

**PRESIDENT:**

**WILLIAM REYES  
5201 NW 36 AVENUE  
MIAMI, FLORIDA 33142**

**VICE-PRESIDENT**

**SAYDA E. HERRERA  
10743 EDINBURGH STREET  
COOPER CITY, FLORIDA 33026**

ARTICLE IX  
SUBSCRIBERS

The name and post office address of the subscribers of these Articles of Incorporation and the number of shares of stock they agree to take is:

WILLIAM REYES-----50%-----25 Shares  
5201 NW 36 AVENUE  
MIAMI, FLORIDA 33142

SAYDA E. HERRERA-----50%-----25 Shares  
10743 EDINBURGH STREET  
COOPER CITY, FLORIDA 33026

ARTICLE X  
AMENDMENT

Those Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors proposed by them to their stockholders, and approved at a stockholders' meeting by fifty one percent of the stock entitled to vote person.

We, the undersigned, being the only original subscribers to the capital stock herein named above for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares of stock, herein above set forth to ourselves, and accordingly have hereunto set our hands and seals this fifteenth (15th) day of November of two thousand three (2003).



WILLIAM REYES



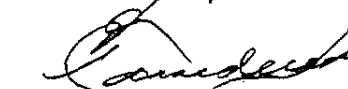
SAYDA E. HERRERA

\*\*\*\*\*

STATE OF FLORIDA           )  
COUNTY OF MIAMI-DADE) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to administer oaths and take acknowledgement, personally appeared MR. WILLIAM REYES and MRS. SAYDA E. HERRERA well known to the undersigned to be the persons described as subscribers and who executed the foregoing Articles of Incorporation, and acknowledged before me, that they subscribed to those Articles.

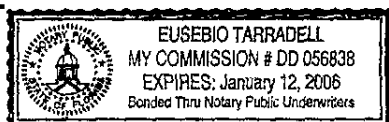
WITNESS my hand and official seal, in the County and State above referenced, this 15th day of November of 2003.



NOTARY PUBLIC

PRINTED NAME: EUSEBIO F. TARRADELL

SEAL



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
SERVICES OF PROCESS WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED-----

In Pursuance of Chapter 48.091 Florida Statutes the following  
is submitted in compliance with said Act:

That USA AUTO SALVAGE, INC., desiring to organize a  
Corporation under the Laws of the State of Florida, with its  
principal office as indicated in the Articles of Incorporation,  
in the Miami, County of Miami-Dade, State of Florida, has named:

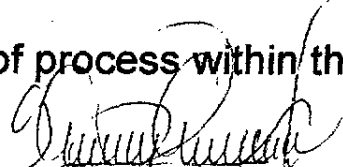
WILLIAM REYES  
5201 NW 36 AVENUE  
MIAMI, FLORIDA 33142

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as its agent to accept services of process within the State.



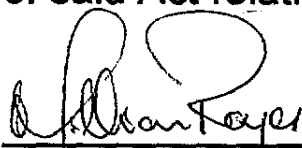
WILLIAM REYES



SAYDA E HERRERA

\*\*\*\*\*

Having been named to accept services of process for the above  
stated Corporation, at the place designated in this Certificate, I hereby  
accept to act in this capacity and agree to comply with the provisions  
of said Act relative to keeping open said office.



WILLIAM REYES