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Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

franks used auto sales, inc.

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ARTICLES OF INCORPORATION

OF

Franks Used Auto Sales, Inc.

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The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

FRANKS USED AUTO SALES, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is:

930 N.W. 71st Street.
Miami, FL 33150, US

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares having an individual par value of \$1.00

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Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Douglas Isenberg
10800 Biscayne Blvd., Suite 620
North Miami, FL 33161

ARTICLE VII

The name and address of the initial board of director(s) shall be:

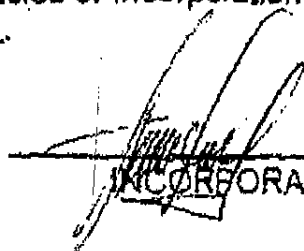
Pierre, Frankel
9122 N.W. 3rd Avenue
Miami, FL 33150

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Pierre, Frankel
9122 N.W. 3rd Avenue
Miami, FL 33150

The undersigned has executed these Articles of Incorporation this 22nd
day of November 2004.


INCORPORATOR

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FRANKS USED AUTO SALES, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT

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