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LAW OFFICES

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PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

Department of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

January 25, 1995

100001392061
-01/27/95--01122--011
*****70.00 *****70.00

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

Re: **L B M Auto Enterprises, Inc.
Incorporation**

Dear Sir/Madam:

Enclosed herewith please find two original copies of the Articles of Incorporation of L B M Auto Enterprises, Inc., duly executed by the Incorporator and registered agent thereof. Also enclosed herewith is a check in the amount of \$70.00 representing the fee for filing of these Articles of Incorporation.

Should you have any questions, please contact the undersigned.

Very truly yours,

Paul B. Steinberg

PBS/bs
Encl.

FILED
1995 JAN 27 PM
TALLAHASSEE, FLA.

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

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2/10/95
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**ARTICLES OF INCORPORATION
OF
L B M AUTO ENTERPRISES, INC.**

FILED
1955 JAN 27 PM 3 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be L B M AUTO ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be Unit 602, 5701 Collins Avenue, Miami Beach, Florida 33140, or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The names of the initial directors of this corporation are Robert Mindlin and Lillian Mindlin located at Unit 602, 5701 Collins Avenue, Miami Beach, Florida 33140.

ARTICLE VII. SUBSCRIBER

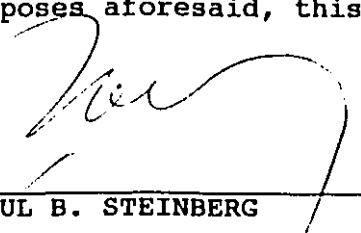
The name and street address of the subscriber of this corporation is:

Paul B. Steinberg, Esquire
767 Arthur Godfrey Road
Miami Beach, Florida 33140

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this
25 day of July, 1995.



PAUL B. STEINBERG

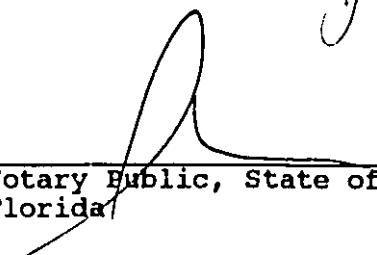
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
PAUL B. STEINBERG, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 25 day of January,
1988.



ROBERT D SLEWETT
My Commission CC425768
Expires Dec. 12, 1998
Bonded by ANB
800-852-5878



Notary Public, State of
Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

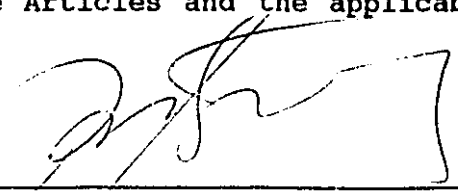
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FILED

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment
as registered agent for L B M AUTO ENTERPRISES, INC. and agrees to
comply with the provisions of these Articles and the applicable
Florida Statutes.



PAUL B. STEINBERG