

PETER B. TIERNAN
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P.O. BOX 4413
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TELEPHONE (305) 975-7152

January 3, 1995

Division of Corporations
Florida Department of State
609 E. Gaines St.
Tallahassee, FL 32301

Re: A Abel Auto America, Inc.
Articles of Incorporation

600001399126
-02/07/95--01048--005
****122.50 ****122.50

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above described corporation.

I am also enclosing my law office check in the amount of \$122.50 which represents the following:

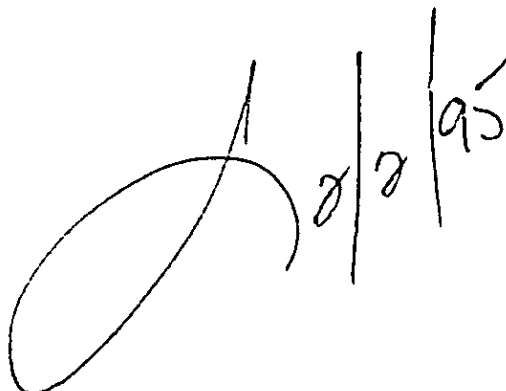
1. Filing Fee.....	\$35.00
2. Registered Agent.....	35.00
3. Certified Copy.....	52.50
	<u>\$122.50</u>

Please see that these Articles are filed accordingly and forward the certified copy of same to this office at your earliest convenience.

Sincerely yours,


PETER B. TIERNAN, ESQ.

Encls.


2/2/95

FILED
95 FEB - 1 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

A ABEL AUTO AMERICA, INC.

FILED
95 FEB - 1 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is A Abel Auto America, Inc.

ARTICLE II - Purpose

This corporation is organized for the following purposes:

A. To own, operate and maintain a business dealing in the transportation of motor vehicles to and from various destinations within the United States and elsewhere.

B. For the purpose of transacting any and all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 5,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE IV - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

JAMES J. CIVILLE

5156 N.W. 11th Dr.
Pompano Beach, FL 33064

ARTICLE V - Initial Registered Office, Mailing Address and Agent

The initial registered office and mailing address of this corporation is 5156 N.W. 11th Dr., Pompano Beach, Florida 33064 and the name of the initial registered agent of this corporation at that office is JAMES J. CIVILLE.

ARTICLE VI - Incorporator

The name and address of the person signing these articles is:

JAMES J. CIVILLE

5156 N.W. 11th Dr.
Pompano Beach, FL 33064

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of January, 1995.



JAMES J. CIVILLE

STATE OF FLORIDA

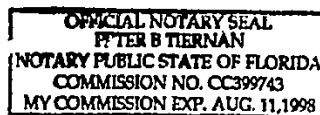
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JAMES J. CIVILLE, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31 day of January, 1995.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT A ABEL AUTO AMERICA, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA HEREBY DESIGNATES 5156 N.W. 11th Dr.
CITY OF POMOANO BEACH, STATE OF FLORIDA, AS THE STREET ADDRESS
OF ITS INITIAL REGISTERED OFFICE AND NAMES JAMES J. SEVILLE
AS THE INITIAL REGISTERED AGENT OF THE
CORPORATION AT THAT ADDRESS.

SIGNATURE

James J. Seville
CORPORATE OFFICER

TITLE

President

DATE

1/31/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

James J. Seville
REGISTERED AGENT

1/31/95
DATE

FILED
95 FEB -1 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA