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ARTICLES OF INCORPORATION

OF

AUTOMOTIVE PLUS, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTIGLE I - NAME

The name of the corporation shall be AUTOMOTIVE PLUS, AVC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any softvity or business permitted under the laws of the United States and of the State of Fiorids.

ANTICLE II - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the per value of \$1.00 per share. The consideration to be peid for each share shall be fixed by the Board of Directors.

ARTICLE IV. - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Louie J. Terminelio, Esq. 2700 S.W. 37th Avenue Miami, FL 33133 Tel: (305) 445-1101 Fiorida Bar No. 872547

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ARTICLE V - WITHAL REGISTERED AGENT AND OFFICE

The initial registered agont of this Corporation and the street address of the initial registered office is as follows:

NORRIS ASHLEY 2403 N.W. 77th Terrece Miami, FL 33147

ARTICLE VI - MINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is 2403 N.W. 77th Terrace, Miami, Florida 33147. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the person signing these articles and the name and address of the persons who shall serve on the first Board of Directors is:

> NORRIS ASHLEY, President, Secretary 2403 N.W. 77th Tarrecs Miami, FL 33147

JONATHAN R. THOMPSON, Vice-President, Treasurer 2403 N.W. 77th Terrace Miami, FL 33147

ARTICLE VIL - AMENDMENT

These 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 the stockholders, and approved at the stockholders' meeting by a majority of the stock antitled to vote thereon, unless all the directors and all the stockholders aign a written statement manifesting their intention that a cartain amendment of these Articles of incorporation be made, IN WITHESE WHEREOF, I, the incorporator above named, have hereunto set my hand and seel this <u>3</u> day of February, 1995.

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STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was acknowledged before me this \mathbb{ZP} day of February, 1998, by NORRIS ASHLEY, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \mathbb{Z} . $\mathbb{P}/\mathbb{L}_{+}$ as identification,

NOTARY BOBLIC, State of Florida

at Large /

My Commission Expires:

NOTARY PUBLIC DIAZ DE CTAZU 1810 Exp. 66-18-88 FRECHALLY KNOWN TO LD. SHOWN

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

In compliance with Florida law the following is submitted:

AUTOMOTIVE PLUB, MC., desiring to organize or qualify under the Laws of the State of Florida, with its principal piece of business at 2403 N.W. 77th Torrace, Miemi, FL 39147, has named NORRIS ABHLEY as its agent to accept service of process within Florids.

DATED: 3 day of February, 1995.

Morais Oskly

NORRIS ASHLEY

AGCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AUTOMOTIVE PLUS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607,0501(3).

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