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SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- 127 TALLAHASSEE, FL 32399 CONTACT: TERESA
ROMAN FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904)
385-6761 (((H95000003741))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
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ARTICLES OF INCORPORATION
OF
B & W AUTOMOTIVE, CORP.

ARTICLE I - Name

The name of this Corporation is B & W AUTOMOTIVE, CORP.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:
411 S. Dixie Highway, East, Pompano Beach, Fl. 33060 and the name of
the initial registered agent of this corporation is: ANDY WINEK his
address is 8101 SW 12th St., N. Lauderdale, Fl. 33068.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBERSTEIN, ESQ.
2765 W. Cypress Creek Rd.
Ft. Lauderdale, Fl. 33309
Fla. Bar No. 198889
305-977-7801

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ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

MAREK BUBAK

1431 NE 43rd Ct.
Pompano Beach, Fl. 33064

ANDY WINEK

8101 SW 12th St.
No. Lauderdale, Fl. 33068

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

MAREK BUBAK

1431 NE 43rd Ct.
Pompano Beach, Fl. 33064

ANDY WINEK

8101 SW 12th St.
No. Lauderdale, Fl. 33068

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 30th day of March, 1995.


MAREK BUBAK


ANDY WINEK

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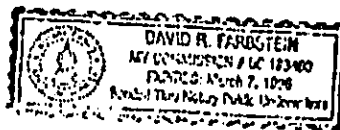
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STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared MAREK BUBAK and ANDY WINEK known by me to be the persons who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following type of identification to the undersigned, to-wit: FLORIDA DRIVERS LICENSES.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of March, 1995.


NOTARY PUBLIC DAVID R. FARDSTEIN
My Commission Expires:



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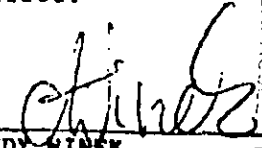
**CERTIFICATE DESIGNATING CHANGE OF PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That B & W AUTOMOTIVE, CORP. is qualified to do
business under the laws of the State of Florida with its principal
office at: 411 S. Dixie Highway, East, Pompano Beach, Fl. 33060 and
has appointed ANDY WINEK of 8101 SW 12th St., No. Lauderdale, Fl.
33068 as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.


ANDY WINEK
Resident Agent

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SECT. 1
ALLIANCE
LORDA

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