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April 11, 1995

FILED  
95 APR 17 12:10:27  
SECRET  
TALLAHASSEE, FLORIDA

Department of State  
Corporate Records/  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/17/95--01070--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

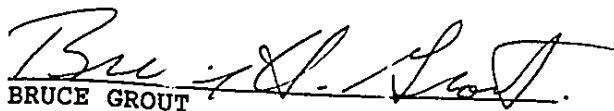
RE: INCORPORATION OF  
AUTO/SPORT WHOLESALERS, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation  
of AUTO/SPORT WHOLESALERS, INC.

Also find enclosed a check made payable to the Secretary of State in  
the amount of \$70.00 which includes the statutory filing fee. Your  
assistance in establishing this corporation is appreciated.

Respectfully,



BRUCE GROUT  
13 Royal Palm, Suite 105  
Boca Raton, Florida 33432

APR 16  
4:20

ARTICLES OF INCORPORATION  
OF  
AUTO/SPORT WHOLESALERS, INC.

FILED  
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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is AUTO/SPORT WHOLESALERS, INC.  
The principal address of the corporation is: 13 Royal Palm, Suite 105, Boca Raton, Florida 33432.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1000) of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 13 Royal Palm Suite 105, Boca Raton, Florida 33432, and the name of its initial registered agent at such address is BRUCE GROUT.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
BRUCE GROUT

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| Name        | Mailing Address                                    |
|-------------|----------------------------------------------------|
| BRUCE GROUT | 13 Royal Palm Suite 105, Boca Raton, Florida 33432 |

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

| Name        | Mailing Address                                    |
|-------------|----------------------------------------------------|
| BRUCE GROUT | 13 Royal Palm Suite 105, Boca Raton, Florida 33432 |

(signed)

  
Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.