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May 5, 1995

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

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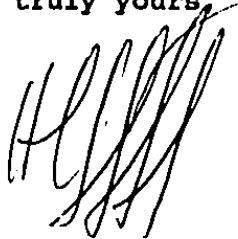
RE: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Automart Wholesale, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 1779, in the amount of \$122.50 representing the fee for said filings is enclosed.

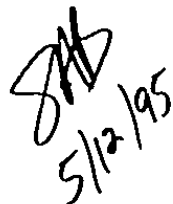
Very truly yours,



FILED
95 MAY 11 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 **Strulowitz
Buren & Co., P.A.**
CERTIFIED PUBLIC ACCOUNTANTS

7800 N. UNIVERSITY DRIVE • TAMARAC, FLORIDA 33321


5/12/95

ARTICLES OF INCORPORATION
OF
AUTOMART WHOLESALE, INC.

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95 MAY 11 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Automart Wholesale, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 5130 NW 15th Street, Bay G, Margate, Florida 33063 and the name of the initial registered agent of this corporation at that address is Harold Strulowitz. The address of the Corporation and the registered agent are the same.

ARTICLE VII. Initial Board of Directors. The corporation shall have 1 Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director of this corporation is:

Harold Strulowitz
5130 NW 15th Street, Bay G
Margate, FL 33063

ARTICLE IX. Officers. The initial officer of the corporation will be:

Harold Strulowitz, President

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Harold Strulowitz
5130 NW 15th Street, Bay G
Margate, FL 33063

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The 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 this 31 day of MAY, 1995.

Harold Strulowitz (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared
, known to be and known by me to be the person
who executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed the same for the use and
purposes therein expressed.

WITNESS my hand and official seal this , day of
, 1995.

NOTARY PUBLIC

My Commission Expires: _____

FILED

95 MAY 11 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Harold Strulowitz, do hereby consent to serve as
registered agent for the corporation, Automart Wholesale, Inc.
this 8 day of MAY, 1995.



Address of registered agent:

5130 NW 15th Street, Bay G
Margate, Florida 33063

The address of the Corporation and the registered agent are the
same.